

SUPPLEMENTARY PROSPECTUS DATED 5 MAY 2011



B.A.T. INTERNATIONAL FINANCE p.l.c.
(incorporated with limited liability in England and Wales)

B.A.T CAPITAL CORPORATION
(incorporated with limited liability in the State of Delaware, United States of America)

BRITISH AMERICAN TOBACCO HOLDINGS (THE NETHERLANDS) B.V.
(incorporated with limited liability in The Netherlands)

U.S.\$16,000,000,000 Euro Medium Term Note Programme
unconditionally and irrevocably guaranteed by

BRITISH AMERICAN TOBACCO p.l.c.
(incorporated with limited liability in England and Wales)

and each of the Issuers (except where it is the relevant Issuer)

This Supplement (the “**Supplement**”) to the Base Prospectus (the “**Base Prospectus**”) dated 1 December 2010 (as supplemented by the supplementary prospectus dated 24 February 2011) which comprises a base prospectus, constitutes a supplementary base prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 and is prepared in connection with the U.S.\$16,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by B.A.T. International Finance p.l.c. (“**BATIF**”), B.A.T Capital Corporation (“**BATCAP**”) and British American Tobacco Holdings (The Netherlands) B.V. (“**BATHTN**”) (each, in their capacities as issuers under the Programme, an “**Issuer**” and together referred to as the “**Issuers**”) and unconditionally and irrevocably guaranteed by British American Tobacco p.l.c. (“**BAT**”) and each of BATIF, BATCAP and BATHTN except where it is the relevant Issuer. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuers.

Each of BAT, BATIF, BATCAP and BATHTN accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of BAT, BATIF, BATCAP and BATHTN, each of the foregoing declares (each having taken all reasonable care to ensure that such is the case) that the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of this Supplement

The purpose of this Supplement is (a) to incorporate by reference in the Base Prospectus (i) certain sections of BAT’s Annual Report 2010 comprising the Group audited annual financial statements for the financial year ended 31 December 2010 and (ii) the audited annual financial statements for BATIF and BATHTN for the financial year ended 31 December 2010, and (b) to disclose the registration status under Regulation (EC) No 1060/2009 of the credit rating agencies

who have provided the ratings referred to in the notes to the Group audited annual financial statements incorporated by reference in the Base Prospectus by virtue of this Supplement.

Annual Financial Statements

Each of BAT, BATIF and BATHTN has published its audited annual financial statements for the financial year ended 31 December 2010. Copies of all documents have been filed with the Financial Services Authority and, by virtue of this Supplement, are incorporated in, and form part of, the Base Prospectus, save that, in the case of BAT, only pages 106 to 191 of its Annual Report 2010 shall be incorporated by reference for these purposes.

The section of the Base Prospectus entitled “Documents Incorporated by Reference” as set out on page 1 of the Base Prospectus shall be deemed to be amended accordingly.

Credit Ratings

The Base Prospectus shall be amended by the insertion of the following wording at the end of the last paragraph on the cover page:

“The credit ratings referred to in note 24 to the Group audited annual financial statements for the financial year ended 31 December 2010 (as set out in paragraph 7, page 163 of BAT’s Annual Report 2010) will be treated for the purposes of Regulation (EC) No 1060/2009 on credit rating agencies (the “**CRA Regulation**”) as having been issued by Moody’s Italia S.r.l. and Standard & Poor’s Credit Market Services Europe Limited upon registration pursuant to the CRA Regulation. Moody’s Italia S.r.l. and Standard & Poor’s Credit Market Services Europe Limited are established in the European Union and have applied to be registered under the CRA Regulation, although the result of such applications has not yet been determined.”

Copies of all documents incorporated by reference in the Base Prospectus can be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html and can be obtained from the principal office in England of the Principal Paying Agent and BAT, as described on pages 1 and 120, respectively, of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive (Directive 2003/71/EC) except where such information or other documents are specifically incorporated by reference into the Supplement.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

An investor should be aware of its rights arising pursuant to Section 87Q(4) of the FSMA.