FINAL TERMS

Dated 25 June 2020

B.A.T. INTERNATIONAL FINANCE p.l.c.

Issue of £500,000,000 2.250 per cent. Guaranteed Notes due 2028

Guaranteed by
BRITISH AMERICAN TOBACCO p.l.c.
B.A.T. NETHERLANDS FINANCE B.V.
B.A.T CAPITAL CORPORATION
and
up to (and including) the Termination Date (as defined in the Deed of Guarantee dated 2 August 2017 and executed by, among others, Reynolds American Inc.) REYNOLDS AMERICAN Inc.

under the £25,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS: The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA") or in the United Kingdom (the "UK"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 ("IDD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Regulation 3(b) of the Securities and Futures (Capital Markets Products) Regulations 2018 (the "SF (CMP) Regulations")) that the Notes are "prescribed capital markets products" (as defined in the SF (CMP) Regulations) and "Excluded Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "Conditions") set forth in the Base Prospectus dated 31 March 2020 and the supplemental Prospectus dated 18 June 2020 which together constitute a base prospectus for the purposes of the Prospectus Regulation.

This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus as so supplemented.

Full information on the Issuer and the offer of the Notes is only available on the basis and of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplemental Prospectus are available for viewing at *www.londonstockexchange.com/exchange/news/market-news/market-news-home.html* and copies may be obtained from British American Tobacco p.l.c., Globe House, 4 Temple Place, London WC2R 2PG or Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB.

1	(i)	Issuer:	B.A.T. International Finance p.l.c.
	(ii)	Guarantors:	British American Tobacco p.l.c. B.A.T. Netherlands Finance B.V. B.A.T Capital Corporation Up to (and including) the Termination Date (as defined in the Deed of Guarantee dated 2 August 2017 and executed by, among others, Reynolds American Inc.) Reynolds American Inc.
2	(i)	Series Number:	64
	(ii)	Tranche Number:	1
3		Specified Currency or Currencies:	Pounds sterling ("**£**")
4		Aggregate Nominal Amount:	
	(i)	Series:	£500,000,000
	(ii)	Tranche:	£500,000,000
5		Issue Price of Tranche:	99.114 per cent. of the Aggregate Nominal Amount
6	(i)	Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000
	(ii)	Calculation Amount:	£1,000
7	(i)	Issue Date:	26 June 2020
	(ii)	Interest Commencement Date:	Issue Date
8		Maturity Date:	26 June 2028
9		Interest Basis:	Fixed Rate (Further particulars specified below in paragraph 14)
10		Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11		Change of Interest:	Not Applicable
12		Put/Call Options:	Issuer Call Clean-Up Call (Further particulars specified below in paragraphs 18 and 19)

13	(i)	Status of the Notes:	Senior
	(ii)	Status of the Guarantee:	Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions		Applicable
	(i)	Rate of Interest:	2.250 per cent. per annum payable in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	26 June in each year, commencing on 26 June 2021, up to and including the Maturity Date
	(iii)	Fixed Coupon Amount:	£22.50 per Calculation Amount
	(iv)	Broken Amount:	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
	(vi)	Determination Dates:	26 June in each year
15	Floating Rate Note Provisions		Not Applicable
16	Zero Coupon Note Provisions		Not Applicable

PROVISIONS RELATING TO REDEMPTION

17	Notice Period for Condition 6(b):		Minimum period: 10 days Maximum period: 30 days
18	Issuer Call		Applicable
	(i)	Optional Redemption Date(s):	Any Business Day (as defined in Condition 4) up to but excluding the Maturity Date
	(ii)	Optional Redemption Amount(s):	In respect of: (a) any Optional Redemption Date falling prior to 26 March 2028, Make-whole Amount; or (b) any Optional Redemption Date falling on or after 26 March 2028, £1,000 per Calculation Amount
	(iii)	If redeemable in part:	Not Applicable
	(iv)	Notice Period:	Minimum period: 10 days Maximum period: 30 days
	(v)	Quotation Time:	11.00 a.m. London Time
	(vi)	Determination Date:	The third Business Day preceding the relevant Optional Redemption Date
	(vii)	Reference Bond:	United Kingdom Treasury Gilt 1.625% due 22 October 2028
	(viii)	Redemption Margin:	+0.35 per cent.
19	Clean-Up Call		Applicable
	(i)	Clean-Up Redemption Amount:	£1,000 per Calculation Amount
	(ii)	Notice Period:	Minimum period: 10 days Maximum period: 30 days
20	Investor Put		Not Applicable
21	Final Redemption Amount:		£1,000 per Calculation Amount
22	Early Redemption Amount(s) payable on redemption for taxation reasons or on		As set out in Condition 6(f)

	event of default or other early redemption:	

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23	Form of Notes:	**Bearer Notes**:
	(i) Form:	Global Note exchangeable for Definitive Notes upon an Exchange Event.
	(ii) New Global Note:	Yes
24	Additional Financial Centre(s):	Not Applicable
25	Talons for future Coupons to be attached to Definitive Notes:	No

Signed on behalf of B.A.T. International Finance p.l.c.:

By: ....
Duly authorised

Signed on behalf of British American Tobacco p.l.c.:

By: ....
Duly authorised

Signed on behalf of B.A.T. Netherlands Finance B.V.:

By: ....
Duly authorised

By: ....
Duly authorised

Signed on behalf of B.A.T Capital Corporation:

By: ....
Duly authorised

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Duly authorised

By: ....
Duly authorised

Signed on behalf of B.A.T Capital Corporation:

By: ....
Duly authorised

PART B – OTHER INFORMATION

1 **LISTING**

(i) Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange plc with effect from 26 June 2020.
(ii) Estimate of total expenses related to admission to trading:	£4,790

2 **RATINGS**

Ratings:	The Notes to be issued are expected to be rated:	
	Moody's:	Baa2
		Obligations rated 'Baa' are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier '2' indicates a mid-range ranking within this rating category. (Source: Moody's, https://www.moodys.com/ratings-process/Ratings-Definitions/002002)
	S&P:	BBB+
		An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The plus (+) sign shows relative standing within the rating categories. (Source: S&P, https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352)

3 **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for the fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions, and may perform other services for the Issuer and its affiliates in the ordinary course of business.

4 **YIELD**

Indication of yield:	2.359 per cent. semi-annual

5 **USE OF PROCEEDS AND ESTIMATED NET PROCEEDS**

Use of Proceeds:	General corporate purposes, including the potential repayment of upcoming maturities
Estimated net proceeds:	£494,120,000

6 **OPERATIONAL INFORMATION**

(i) ISIN:	XS2197683894
(ii) Common Code:	219768389
(iii) CFI:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(iv) FISN:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):	Not Applicable
(vi) Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(vii) Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
(viii) Prohibition of Sales to Belgian Consumers:	Applicable

7 **THIRD PARTY INFORMATION**

The descriptions of the expected ratings of the Notes contained in paragraph 2 of this Part B above have been extracted from the websites of Moody's and S&P (as applicable), as indicated. Each of the Issuer and the Guarantors confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain information published by Moody's or S&P, no facts have been omitted which would render the reproduced information inaccurate or misleading.