

SUPPLEMENTARY PROSPECTUS DATED 18 JUNE 2009



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 2008 (as supplemented by supplementary prospectuses dated 2 March 2009 and 27 April 2009) 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.

Acquisition of PT Bentoel Internasional Investama Tbk

On 17 June 2009, BAT announced that it has acquired control of PT Bentoel Internasional Investama Tbk (the “**Acquisition Announcement**”). A copy of the Acquisition Announcement has been filed with the Financial Services Authority and, by virtue of this Supplement, the Acquisition Announcement (excluding the text under the heading “Notes”) is incorporated in, and forms part of, the Base Prospectus.

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/en-gb/pricenews/marketnews and can be obtained from the principal office in England of the Principal Paying Agent and BAT, as described on pages 1 and 106, 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.