

SUPPLEMENTARY PROSPECTUS DATED 30 MARCH 2012



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

(incorporated with limited liability in England and Wales)

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 9 December 2011 (as supplemented by the supplementary prospectus dated 23 February 2012) 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**”) 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 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 and BATHTN accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of BAT, BATIF 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 2011 (the “**Annual Report 2011**”) comprising the Group audited annual financial statements for the financial year ended 31 December 2011 (the “**Group 2011 Results**”) and (ii) the audited annual financial statements for BATIF and BATHTN for the financial year ended 31 December 2011, and (b) to disclose the registration status under Regulation (EC) No 1060/2009 (as amended) of the credit rating agencies who have provided the ratings referred to in the notes to the Group 2011 Results 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 2011. 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 the Group 2011 Results set out on pages 109 to 191 of the Annual Report 2011 shall be incorporated by reference for these purposes. The credit ratings referred to in note 24 to the Group 2011 Results (as set out in paragraph 7, page 164 of the Annual Report 2011) were issued by Moody's Italia S.r.l. ("**Moody's**") and Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**"). Each of Moody's and Standard & Poor's is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended).

Any information included in the Annual Report 2011 but not forming part of the Group 2011 Results does not form part of the Base Prospectus as it is either not relevant for prospective investors in the Notes or is covered elsewhere in 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/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 112, 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.