

**SUPPLEMENTARY PROSPECTUS DATED 22 APRIL 2013**



**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 11 December 2012 (as supplemented by the supplementary prospectus dated 28 February 2013) 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 to incorporate by reference in the Base Prospectus:

- (i) the Group audited annual financial statements as at and for the financial year ended 31 December 2012, together with the audit report thereon (the “**Group 2012 Results**”), which can be found in BAT’s Annual Report 2012 (the “**BAT Annual Report 2012**”);
- (ii) the BATIF consolidated audited annual financial information as at and for the year ended 31 December 2012, together with the audit report thereon (the “**BATIF 2012 Results**”),

which can be found in BATIF's Annual Report 2012 (the "**BATIF Annual Report 2012**"); and

- (iii) the BATHTN non-consolidated audited annual financial information as at and for the year ended 31 December 2012, together with the audit report thereon (the "**BATHTN 2012 Results**") (together with the Group 2012 Results and the BATIF 2012 Results, the "**Results**"), which can be found in BATHTN's Annual Report and Financial Statements 2012 (the "**BATHTN Annual Report 2012**") (together with the BAT Annual Report 2012 and the BATIF Annual Report 2012, the "**Annual Reports**").

### **Annual Financial Statements**

Each of BAT, BATIF and BATHTN has published its audited annual financial statements as at and for the financial year ended 31 December 2012. Copies of all documents have been filed with the Financial Conduct Authority and, by virtue of this Supplement, the following sections are incorporated by reference in, and form part of, the Base Prospectus:

- (i) in the case of BAT, the Group 2012 Results set out on pages 107 to 187 of the BAT Annual Report 2012;
- (ii) in the case of BATIF, the BATIF 2012 Results set out in pages 5 to 34 of the BATIF Annual Report 2012; and
- (iii) in the case of BATHTN, the BATHTN 2012 Results set out in pages 5 to 23 of the BATHTN Annual Report 2012.

Any information included in the Annual Reports, but not forming part of the 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](http://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 2 and 98, 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) (as amended) 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.