

## FINAL TERMS

Dated 14 August 2017

**B.A.T CAPITAL CORPORATION**

**Issue of €1,100,000,000 Floating Rate Guaranteed Notes due 2021**

Guaranteed by

**BRITISH AMERICAN TOBACCO p.l.c.**

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

**BRITISH AMERICAN TOBACCO HOLDINGS (THE NETHERLANDS) B.V.**

**B.A.T. NETHERLANDS FINANCE B.V.**

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

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** The Notes are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). 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 Directive 2014/65/EU (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), 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 the Prospectus Directive. 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 has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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 May 2017 and the supplemental Prospectus dated 8 August 2017 which together constitute a base prospectus for the purposes of Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer, the Guarantors and the offer of the Notes is only available on the basis 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](http://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 Capital Corporation   |
|   | (ii) Guarantors: | British American Tobacco p.l.c.<br>B.A.T. International Finance p.l.c.<br>British American Tobacco Holdings (The Netherlands) B.V.<br>B.A.T. Netherlands Finance B.V. |

		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:	58
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro ("€")
4	Aggregate Nominal Amount:	
	(i) Series:	€1,100,000,000
	(ii) Tranche:	€1,100,000,000
5	Issue Price of Tranche:	100.00 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:	16 August 2017
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	Interest Payment Date falling on or nearest to 16 August 2021
9	Interest Basis:	Floating Rate (Further particulars specified below in paragraph 15)
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:	Not Applicable
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:	Not Applicable
15	Floating Rate Note Provisions:	Applicable
	(i) Specified Period(s)/Specified Interest Payment Dates:	16 February, 16 May, 16 August and 16 November in each year, commencing on 16 November 2017, subject to adjustment in accordance with the Business Day Convention specified below
	(ii) Business Day Convention:	Modified Following Business Day Convention
	(iii) Additional Business Centre(s):	Not Applicable
	(iv) Manner in which the Rate(s) of Interest and Interest Amount is/are to be determined:	Screen Rate Determination

(v) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Agent):	Not Applicable
(vi) Screen Rate Determination:	
- Reference Rate:	3 month EURIBOR
- Interest Determination Date(s):	Second day on which the TARGET System is open prior to the start of each Interest Period
- Relevant Screen Page:	Bloomberg Screen EBF1 Page (or such other page as may replace it on that information service)
(vii) ISDA Determination:	Not Applicable
(viii) Margin(s):	+ 0.50 per cent. per annum
(ix) Linear Interpolation:	Not Applicable
(x) Minimum Rate of Interest:	Not Applicable
(xi) Maximum Rate of Interest:	Not Applicable
(xii) Day Count Fraction:	Actual/360
16 Zero Coupon Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17 Notice periods for Condition 6(b):	Minimum period: 15 days Maximum period: 30 days
18 Issuer Call:	Not Applicable
19 Investor Put:	Not Applicable
20 Final Redemption Amount:	€1,000 per Calculation Amount
21 Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default or other early redemption:	As set out in Condition 6(e)

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

22 Form of Notes:	<b>Bearer Notes:</b>
(i) Form:	Global Note exchangeable for Definitive Notes upon an Exchange Event.
(ii) New Global Note:	Yes
23 Additional Financial Centre(s):	London
24 Talons for future Coupons to be attached to Definitive Notes:	No

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

By: .....  
Duly authorised

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

By: .....  
Duly authorised

Signed on behalf of British American Tobacco Holdings (The Netherlands) B.V.:

By: .....  
Duly authorised

By: .....  
Duly authorised

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

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Duly authorised

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Duly authorised

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

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 16 August 2017.
- (ii) Estimate of total expenses related to admission to trading: £3,650

### 2 RATINGS

- Ratings: The Notes to be issued have been rated:
- Moody's: Baa2
- Standard & Poor's: BBB+

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

Save as discussed in "Subscription and Sale" in the Base Prospectus dated 31 May 2017, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The 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 OPERATIONAL INFORMATION

- (i) ISIN: XS1664643746
- (ii) Common Code: 166464374
- (iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, SA and the relevant identification number(s): Not Applicable
- (iv) Names and addresses of additional Paying Agent(s) (if any): Not Applicable