

**SUPPLEMENTARY PROSPECTUS DATED 12 NOVEMBER 2015**



**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)*

**B.A.T. NETHERLANDS FINANCE B.V.**  
*(incorporated with limited liability in The Netherlands)*

**£15,000,000,000 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 18 May 2015 (as supplemented by the supplementary prospectus dated 11 August 2015) 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 £15,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by B.A.T. International Finance p.l.c. (“**BATIF**”), British American Tobacco Holdings (The Netherlands) B.V. (“**BATHTN**”) and B.A.T. Netherlands Finance B.V. (“**BATNF**”) (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, BATHTN and BATNF 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, BATHTN and BATNF accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of BAT, BATIF, BATHTN and BATNF, 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 the disclosure set out under the headings “Public Tender Offer for Souza Cruz”, “Acquisition of TDR d.o.o.”, “Imperial Tobacco Canada – Quebec Class Action” and “Investment in Next Generation Products”, and the third paragraph of the section headed “Financial Position” (the “**Disclosure**”)

included in the Group's interim management statement for the nine months ended 30 September 2015 dated 28 October 2015 (the "**Interim Management Statement**").

### **Interim Management Statement**

BAT has published its Interim Management Statement. A copy of the Interim Management Statement has been filed with the Financial Conduct Authority and, by virtue of this Supplement, the Disclosure, as defined herein, and as set out on pages 3 to 4 of the Interim Management Statement is incorporated by reference in, and forms part of, the Base Prospectus.

Any information included in the Interim Management Statement but not forming part of the Disclosure 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.

### **Other Information**

Copies of all documents incorporated by reference in the Base Prospectus can be viewed on the website of the RNS at <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 7 and 105, 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 this 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.