

## IMPERIAL TOBACCO FINANCE PLC

### Pricing Term Sheet

#### \$1,250,000,000 2.050% Notes due 2018

ISSUER:	Imperial Tobacco Finance PLC (the “Company”)
GUARANTORS:	Imperial Tobacco Group PLC and Imperial Tobacco Limited
SECURITY:	2.050% Notes due 2018 (the “Notes”)
PRINCIPAL AMOUNT:	\$1,250,000,000
MATURITY:	February 11, 2018
OFFERING PRICE:	99.910%
INTEREST PAYMENT DATES:	Interest on the Notes will be paid semi-annually in arrears on February 11 and August 11 of each year, beginning on August 11, 2013
REGULAR RECORD DATES:	February 1 and August 1
YIELD TO MATURITY ON THE ISSUE DATE:	2.069%
BENCHMARK TREASURY:	UST 0.875% due January 2018
SPREAD TO BENCHMARK TREASURY:	+120 bps
BENCHMARK TREASURY PRICE AND YIELD:	100-01 / 0.869%
OPTIONAL REDEMPTION:	T+20 bps
EXPECTED SETTLEMENT DATE (T+4):	February 11, 2013
EXPECTED RATINGS:*	Baa3/BBB
CUSIP/ISIN:	Reg S: G4721V BK9 / USG4721VBK91 144A: 453140 AA3 / US453140AA34
JOINT BOOK-RUNNING MANAGERS:	Barclays Capital Inc. Citigroup Global Markets Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated
STABILIZING MANAGER:	Morgan Stanley & Co. LLC Morgan Stanley & Co. LLC

## Pricing Term Sheet

### \$1,000,000,000 3.500% Notes due 2023

ISSUER:	Imperial Tobacco Finance PLC (the “Company”)
GUARANTORS:	Imperial Tobacco Group PLC and Imperial Tobacco Limited
SECURITY:	3.500% Notes due 2023 (the “Notes”)
PRINCIPAL AMOUNT:	\$1,000,000,000
MATURITY:	February 11, 2023
OFFERING PRICE:	99.900%
INTEREST PAYMENT DATES:	Interest on the Notes will be paid semi-annually in arrears on February 11 and August 11 of each year, beginning on August 11, 2013
REGULAR RECORD DATES:	February 1 and August 1
YIELD TO MATURITY ON THE ISSUE DATE:	3.512%
BENCHMARK TREASURY:	UST 1.625% due November 2022
SPREAD TO BENCHMARK TREASURY:	+150 bps
BENCHMARK TREASURY PRICE AND YIELD:	96-18+ / 2.012%
OPTIONAL REDEMPTION:	T+25 bps at any time prior to November 11, 2022 (three months prior to maturity) and at any time on or after November 11, 2022 at 100% of the principal amount of the Notes, plus accrued and unpaid interest
EXPECTED SETTLEMENT DATE (T+4):	February 11, 2013
EXPECTED RATINGS:*	Baa3/BBB
CUSIP/ISIN:	Reg S: G4721V BL7 / USG4721VBL74 144A: 453140 AB1 / US453140AB17
JOINT BOOK-RUNNING MANAGERS:	Barclays Capital Inc. Citigroup Global Markets Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC
STABILIZING MANAGER:	Citigroup Global Markets Inc.

The information in this Pricing Term Sheet supplements the preliminary offering memorandum dated February 5, 2013 (the “Preliminary Memorandum”) and supersedes the information in the Preliminary Memorandum to the extent inconsistent with the information in the Preliminary Memorandum. This Pricing Term Sheet is qualified in its entirety by reference to the Preliminary Memorandum. You should read this supplement in conjunction with the Preliminary Memorandum before investing in the Notes.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or under any U.S. state securities laws. The Notes may not be offered or sold within the United States to, or for the account or benefit of, any U.S. person unless the offer or sale would qualify for a registration exemption from the Securities Act and applicable U.S. state securities laws. Accordingly, the Notes are being offered and sold only (1) to “qualified institutional buyers” (as defined in Rule 144A under the Securities Act) and (2) outside the United States to non-U.S. persons as defined in, and in compliance with, Regulation S under the Securities Act. See “Notice to Investors” in the Preliminary Memorandum for information about eligible offerees and transfer restrictions. Investors may obtain an offering memorandum by contacting their sales representative.

\*Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by the issuer and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information. Each rating should be evaluated independently of any other rating.

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