

Final Terms
dated 27 February 2014
IMPERIAL TOBACCO FINANCE PLC

issue of €650,000,000 3.375 per cent. Guaranteed Notes due 26 February 2026

Guaranteed by Imperial Tobacco Group PLC
under the €15,000,000,000 Debt Issuance Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 21 February 2014 which constitutes a base prospectus for the purposes of the Prospectus Directive (the "Prospectus"). 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 the Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus has been published via the regulatory news service maintained by the London Stock Exchange (www.londonstockexchange.com/exchange/news/market-news/market-news-home.html).

1	(i)	Issuer:	Imperial Tobacco Finance PLC
	(ii)	Guarantor:	Imperial Tobacco Group PLC
2	(i)	Series Number:	33
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3		Specified Currency or Currencies:	Euro ("€")
4		Aggregate Nominal Amount:	
	(i)	Series:	€650,000,000
	(ii)	Tranche:	€650,000,000
5		Issue Price:	99.602 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:	28 February 2014
	(ii)	Interest Commencement Date:	Issue Date
8		Maturity Date:	26 February 2026
9		Interest Basis:	3.375 per cent. Fixed Rate

		(see paragraph 14 below)
10	Redemption/Payment Basis:	Subject to any purchase or 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 Basis:	Step Up Ratings Change and Step Down Ratings Change apply to the Rate of Interest (see paragraph 14(vii) below)
12	Put/Call Options:	Issuer Call Issuer Make-Whole Call Change of Control Investor Put (see paragraph 18/19/21 below)
13	Date Board approval for issuance of Notes and Guarantee obtained.	10 December 2009

PROVISIONS RELATING TO INTEREST

14	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	3.375 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	26 February in each year up to and including the Maturity Date
	(iii) Fixed Coupon Amount(s):	€33.75 per Calculation Amount
	(iv) Broken Amount(s):	€33.57 per Calculation Amount, payable on the Interest Payment Date falling on 26 February 2015
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	26 February in each year
	(vii) Step Up Ratings Change and Step Down Ratings Change:	Applicable
	- Step Up Margin	1.25%
15	Floating Rate Note Provisions	Not Applicable
16	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17	Notice periods for Condition 6(c) (Redemption for Taxation Reasons):	Minimum period: 30 days Maximum period: 60 days
18	Issuer Call	Applicable
	(i) Optional Redemption Date(s):	Any date from and including 28 November 2025 to but excluding 26 February 2026
	(ii) Optional Redemption Amount and method, if any, of calculation	€1,000 per Calculation Amount

	of such amount(s):	
(iii)	If redeemable in part:	Not Applicable
(iv)	Notice periods:	Minimum period: 15 days Maximum period: 30 days
19	Issuer Make-Whole Call	Applicable
(i)	Sterling Make-Whole Redemption:	Not Applicable
(ii)	Non-Sterling Make-Whole Redemption:	Applicable from and including the Issue Date to but excluding 28 November 2025
(a)	Reference Bond:	DBR 1.750 per cent. 02/2024
(b)	Quotation Time:	10.00 am (Central European time)
(c)	Redemption Margin:	0.25 per cent.
(d)	If redeemable in part:	Not Applicable
(e)	Notice Periods:	Minimum period: 15 days Maximum period: 30 days
20	General Investor Put	Not Applicable
21	Change of Control Investor Put	Applicable
	Optional Redemption Amount:	€1,000 per Calculation Amount
22	Final Redemption Amount	€1,000 per Calculation Amount
23	Early Redemption Amount	
	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	€1,000 per Calculation Amount
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
24	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
25	New Global Notes:	Yes
26	Additional Financial Centre(s):	London
27	Talons for future Coupons to be attached to Definitive Notes:	No

Signed on behalf of Imperial Tobacco Finance PLC:

By: 
Duly authorised

Signed on behalf of Imperial Tobacco Group PLC:

By: 
Duly authorised

PART B - OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing and 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 and to be listed on the Official List of the UK Listing Authority with effect from 28 February 2014
- (ii) Estimate of total expenses related to admission to trading: £3,650

2 RATINGS

Ratings: The Notes to be issued are expected to be rated BBB (stable) by Standard & Poor's Credit Market Services Europe Limited and Baa3 (stable) by Moody's Investors Service Ltd.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, 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 with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Reasons for the offer: The net proceeds of the issue of the Notes will be used by the Issuer for its general corporate purposes (including the funding of loans to other subsidiaries of the Guarantor).

5 YIELD (*Fixed Rate Notes only*)

Indication of yield: 3.416 per cent.

The yield is calculated as at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 OPERATIONAL INFORMATION

- (i) ISIN Code: XS1040508241
- (ii) Common Code: 104050824
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment

(v)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
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7 U.S. SELLING RESTRICTIONS

U.S. Selling Restrictions:	Reg S Compliance Category 2, TEFRA D
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