

# IMPERIAL BRANDS FINANCE PLC

## Pricing Term Sheet

### \$1,000,000,000 3.125% Senior Notes due 2024

ISSUER:	Imperial Brands Finance PLC (the “Company”)
GUARANTORS:	Imperial Brands PLC and Imperial Tobacco Limited
SECURITY:	3.125% Senior Notes due 2024 (the “Notes”)
PRINCIPAL AMOUNT:	\$1,000,000,000
MATURITY:	July 26, 2024
OFFERING PRICE:	99.505%
INTEREST PAYMENT DATES:	Interest on the Notes will be paid semi-annually in arrears on January 26 and July 26 of each year, beginning on January 26, 2020
REGULAR RECORD DATES:	The regular record dates for the Senior Notes will be the 15th calendar day preceding each Interest Payment Date, whether or not a business day.
YIELD TO MATURITY ON THE ISSUE DATE:	3.233%
BENCHMARK TREASURY:	UST 1.750% due June 30, 2024
SPREAD TO BENCHMARK TREASURY:	+140 bps
BENCHMARK TREASURY PRICE AND YIELD:	99-19+ / 1.833%
OPTIONAL REDEMPTION:	A make-whole call at any time prior to June 26, 2024 (1 month prior to maturity), at a redemption price equal to the greater of (a) 100% of the principal amount and (b) the sum of the present values of the Remaining Scheduled Payments discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months or, in the case of an incomplete month, the number of days elapsed) at the Treasury Rate plus 25 basis points, together with accrued and unpaid interest on the principal amount to, but not including, the date of redemption.  A par call on or after June 26, 2024 at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest on the principal amount to, but not including, the date of redemption.
EXPECTED SETTLEMENT DATE (T+3):	July 26, 2019. Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the securities prior

	to the third business day before the delivery of the securities will be required, by virtue of the fact that the securities initially will settle in T+3, to specify any alternate settlement cycle at the time of any such trade to prevent a failed settlement.
EXPECTED RATINGS:*	Baa3 (stable) / BBB (stable) (Moody's / S&P)
CUSIP/ISIN:	Reg S: G471AB NU0 / USG471ABNU06 144A: 45262B AA1 / US45262BAA17
MINIMUM DENOMINATIONS:	\$200,000 x \$1,000
JOINT BOOK-RUNNING MANAGERS:	Barclays Capital Inc. BofA Securities, Inc. HSBC Securities (USA) Inc. Mizuho Securities USA LLC MUFG Securities Americas Inc.
CO-MANAGERS:	Banca IMI S.p.A. Bank of China Limited, London Branch BBVA Securities Inc. Commerz Markets LLC Crédit Agricole Securities (USA) Inc. NatWest Markets Securities Inc. Santander Investment Securities Inc. SMBC Nikko Securities America, Inc. UniCredit Bank AG
STABILIZING MANAGER:	BofA Securities, Inc.

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The information in this Pricing Term Sheet supplements the preliminary offering memorandum dated July 23, 2019 (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. You may get a copy of the Preliminary Memorandum by contacting your relevant sales representative at any of the active Joint Book-Running Managers.

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 “Transfer Restrictions” in the Preliminary Memorandum for information about eligible offerees and transfer restrictions. Investors may obtain the Preliminary Memorandum by contacting their sales representative.

No PRIIPs KID – No PRIIPs key information document (KID) has been prepared as not available to retail in EEA. This Pricing Term Sheet is being distributed to, and is directed only at, persons in the United Kingdom in circumstances where section 21(1) of the Financial Services and Markets Act 2000 does not apply.

Banca IMI S.p.A., Bank of China Limited, London Branch and UniCredit Bank AG are not U.S. registered broker-dealers and will not effect any offers or sales of the Notes in the United States other than through one or more U.S. registered broker-dealers as permitted by the regulations of the Financial Industry Regulatory Authority, Inc.

\*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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# IMPERIAL BRANDS FINANCE PLC

## Pricing Term Sheet

### \$750,000,000 3.500% Senior Notes due 2026

ISSUER:	Imperial Brands Finance PLC (the “Company”)
GUARANTORS:	Imperial Brands PLC and Imperial Tobacco Limited
SECURITY:	3.500% Senior Notes due 2026 (the “Notes”)
PRINCIPAL AMOUNT:	\$750,000,000
MATURITY:	July 26, 2026
OFFERING PRICE:	99.093%
INTEREST PAYMENT DATES:	Interest on the Notes will be paid semi-annually in arrears on January 26 and July 26 of each year, beginning on January 26, 2020
REGULAR RECORD DATES:	The regular record dates for the Senior Notes will be the 15th calendar day preceding each Interest Payment Date, whether or not a business day.
YIELD TO MATURITY ON THE ISSUE DATE:	3.648%
BENCHMARK TREASURY:	UST 1.875% due June 30, 2026
SPREAD TO BENCHMARK TREASURY:	+170 bps
BENCHMARK TREASURY PRICE AND YIELD:	99-17 / 1.948%
OPTIONAL REDEMPTION:	A make-whole call at any time prior to May 26, 2026 (2 months prior to maturity), at a redemption price equal to the greater of (a) 100% of the principal amount and (b) the sum of the present values of the Remaining Scheduled Payments discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months or, in the case of an incomplete month, the number of days elapsed) at the Treasury Rate plus 30 basis points, together with accrued and unpaid interest on the principal amount to, but not including, the date of redemption.  A par call on or after May 26, 2026 at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest on the principal amount to, but not including, the date of redemption.
EXPECTED SETTLEMENT DATE (T+3):	July 26, 2019. Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the securities prior

	to the third business day before the delivery of the securities will be required, by virtue of the fact that the securities initially will settle in T+3, to specify any alternate settlement cycle at the time of any such trade to prevent a failed settlement.
EXPECTED RATINGS:*	Baa3 (stable) / BBB (stable) (Moody's / S&P)
CUSIP/ISIN:	Reg S: G471AB NV8 / USG471ABNV88 144A: 45262B AB9 / US45262BAB99
MINIMUM DENOMINATIONS:	\$200,000 x \$1,000
JOINT BOOK-RUNNING MANAGERS:	Barclays Capital Inc. BofA Securities, Inc. HSBC Securities (USA) Inc. Mizuho Securities USA LLC MUFG Securities Americas Inc.
CO-MANAGERS:	Banca IMI S.p.A. Bank of China Limited, London Branch BBVA Securities Inc. Commerz Markets LLC Crédit Agricole Securities (USA) Inc. NatWest Markets Securities Inc. Santander Investment Securities Inc. SMBC Nikko Securities America, Inc. UniCredit Bank AG
STABILIZING MANAGER:	BofA Securities, Inc.

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# IMPERIAL BRANDS FINANCE PLC

## Pricing Term Sheet

### \$1,000,000,000 3.875% Senior Notes due 2029

ISSUER:	Imperial Brands Finance PLC (the “Company”)
GUARANTORS:	Imperial Brands PLC and Imperial Tobacco Limited
SECURITY:	3.875% Senior Notes due 2029 (the “Notes”)
PRINCIPAL AMOUNT:	\$1,000,000,000
MATURITY:	July 26, 2029
OFFERING PRICE:	99.133%
INTEREST PAYMENT DATES:	Interest on the Notes will be paid semi-annually in arrears on January 26 and July 26 of each year, beginning on January 26, 2020
REGULAR RECORD DATES:	The regular record dates for the Senior Notes will be the 15th calendar day preceding each Interest Payment Date, whether or not a business day.
YIELD TO MATURITY ON THE ISSUE DATE:	3.981%
BENCHMARK TREASURY:	UST 2.375% due May 15, 2029
SPREAD TO BENCHMARK TREASURY:	+190 bps
BENCHMARK TREASURY PRICE AND YIELD:	102-19 / 2.081%
OPTIONAL REDEMPTION:	A make-whole call at any time prior to April 26, 2029 (3 months prior to maturity), at a redemption price equal to the greater of (a) 100% of the principal amount and (b) the sum of the present values of the Remaining Scheduled Payments discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months or, in the case of an incomplete month, the number of days elapsed) at the Treasury Rate plus 30 basis points, together with accrued and unpaid interest on the principal amount to, but not including, the date of redemption.  A par call on or after April 26, 2029 at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest on the principal amount to, but not including, the date of redemption.
EXPECTED SETTLEMENT DATE (T+3):	July 26, 2019. Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the securities prior

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EXPECTED RATINGS:*	Baa3 (stable) / BBB (stable) (Moody's / S&P)
CUSIP/ISIN:	Reg S: G471AB NW6 / USG471ABNW61 144A: 45262B AC7 / US45262BAC72
MINIMUM DENOMINATIONS:	\$200,000 x \$1,000
JOINT BOOK-RUNNING MANAGERS:	Barclays Capital Inc. BofA Securities, Inc. HSBC Securities (USA) Inc. Mizuho Securities USA LLC MUFG Securities Americas Inc.
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