

UB YORK LIMITED

Registered in England - No. 43614

WRITTEN RESOLUTION

Passed 22 JUNE 2000

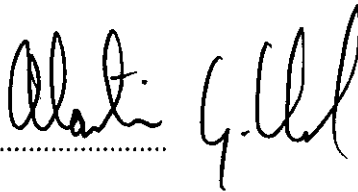
Pursuant to Article 73A Table A Companies Act 1948 the following Resolution be hereby passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the regulations contained in the printed document attached hereto and marked "A" for the purposes of identification only be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Signed by a duly authorised representative of the sole member of the Company who at the date of the Resolution (being the date when the Resolution is signed) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting:

Signed:



A duly authorised representative of United Biscuits (UK) Limited

Date

22/6/2000



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THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

UB YORK LIMITED

(adopted by Special Resolution passed on 22 June 2000)

PRELIMINARY

- 1 Except as hereinafter provided the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "the Act") as amended by the Companies Acts 1967 to 1981 (hereinafter referred to as "Table A") shall apply to the Company.
- 2 Regulations 4, 5, 79, 88 and 136 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
- 3 In clause 1 of Table A, between the words "Regulations" and "The Act" the words "and in any articles adopting the same" shall be inserted.
- 4 The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES

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- (1) Subject to the provisions of the Companies Act 1980 (the "1980 Act") and of this Article the unissued share of the capital of the Company shall be under the control of the Directors who may offer, allot, grant options over or otherwise dispose of the same to such persons and for such consideration, upon such terms and conditions, and at such times, as the Directors think fit.

- (2) In accordance with the provisions of Section 14 of the 1980 Act the Directors shall, for a period of five years from the date of adoption of these Articles of Association (and thereafter provided this authority is renewed from time to time by the Company in General Meeting), be unconditionally authorised to exercise the power of the Company to allot relevant securities to such person or persons including any Director and the Directors may, on behalf of the Company, make any offer or agreement which would or might require relevant securities to be allotted after the authority herein contained has expired. The maximum amount of such relevant securities which may be so allotted shall be the authorised but as yet unissued share capital of the Company at the date of allotment.
- (3) Subject to the provisions of the Companies Acts 1948 to 1981, any shares may be issued on the terms that they are or are liable to be redeemed at the option of the Company or the Shareholder, on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.
- (4) Subject to the provisions of the Companies Act 1981, the Company may purchase its own shares (including any redeemable shares).
- 7 S89(1) of the Companies Act 1985 shall not apply to the allotment by the company of equity security.

TRANSFERS

- 8 An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Regulation 22 of Part I of Table A shall be modified.
- 9 The Directors may not refuse to register, or to suspend the registration of a transfer of, any shares.

NOTICE OF GENERAL MEETINGS

- 10 The words and figures "Regulation 134 of these Regulations" shall be substituted for the words "the Regulations of the Company" in Regulation 50 of Table A.

PROCEEDINGS AT GENERAL MEETINGS

- 11 The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 of Table A.

RESOLUTION BY MEMBERS

- 12 The following shall be added to the end of Regulation 73A of Table A. "Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney".

DIRECTORS

- 13 Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two.
- 14 The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A.
- 15 Without prejudice to the obligation of any director to disclose his interest in accordance with Section 199 of the 1948 Act (as amended by Section 60 of the 1980 Act) a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration and Regulation 84 of Table A shall be modified accordingly.
- 16 In Regulation 86 of Table A, the words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted.

BORROWING POWERS

- 17 The Directors without prejudice to their general powers may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount.

POWERS AND DUTIES OF DIRECTORS

- 18 Without prejudice to the general powers conferred by these regulations it is hereby expressly declared that the Directors shall have power to establish, support, and subscribe to, or aid in the establishment and support of, a Pension Fund or Funds on behalf of employees and ex-employees of the Company, or their dependants or connections, and to make and alter or concur with any other person or persons in making or altering rules for the administration of, or of determining the persons entitled to the benefit of, such fund or funds, and the terms and conditions upon and subject to which, and the proportion in which, they all enjoy such benefit and to appoint, or concur with any other person or persons in appointing, any person or persons to be trustee or trustees for holding such fund or funds, and to execute and do, or concur in executing and doing, all such deeds and things as may be requisite or expedient in relation to the administration of such fund or funds, including power to such trustee or trustees to allow such fund or funds to be placed with, or to remain on loan to, the Company, and either with or without special security.

DISQUALIFICATION OF DIRECTORS

- 19 The office of a Director shall be vacated:
- (a) If by notice in writing to the Company he resigns the office of a Director; or
 - (b) If he becomes bankrupt or enters into any arrangement with his creditors; or
 - (c) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act as amended by Section 28 of the Companies Act 1976 or Section 93 of the Companies Act 1981; or
 - (d) If he is removed from office under Section 184 of the Act.
- 20 Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
- 21 A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Regulation 95 of Table A shall be deleted.
- 22 A Director shall not retire by rotation and Regulations 89, 90, 91, 92 and 93 of Table A shall be modified accordingly.

- 23 United Biscuits (Holdings) plc has and shall have full and unreserved power to nominate, appoint and remove all or any of the Directors of the Company by notice in writing. Such removal or appointment shall (in the absence of contrary provision in the relevant notice) take effect forthwith upon delivery of the notice to the Registered Office of the Company or on the date specified therein.
- 24 The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 47 of the 1980 Act, if applicable), for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claims for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.
- 25 A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Article 19(1) hereof shall be interpreted accordingly.

PROVISIONS FOR EMPLOYEES

- 26 The power which the Company may exercise pursuant to Section 74(1) of the 1980 Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of any of the undertaking of the Company or any of its subsidiaries may, before the commencement of any winding-up, be exercised by a resolution of the Directors and any payment made under this Article may be made out of the profits of the Company which are available for dividend.

WINDING UP

- 27 In Regulation 135 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the words "members" shall be substituted for the words "contributories".

INDEMNITY

- 28 Subject to the provisions of Section 205 of the Act as amended by Section 88 of the 1980 Act every officer for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director, Managing Director, Agent, Auditor, Secretary or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto.

LIEN

- 29 The Company shall have no lien in respect of any share charged pursuant to any security interest created by the Company.