

Number of }
Company }

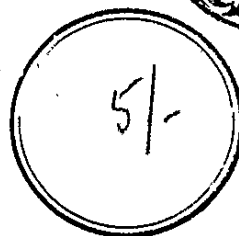
367671

[Form No. 41.]

"THE COMPANIES ACT, 1929."



Declaration of Compliance



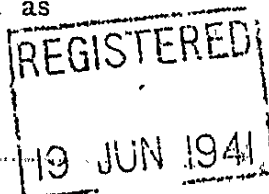
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

A.G. LINFIELD



LIMITED.

(See Page 2 of this Form.)

Telegrams: "Certificate, Esrrand, London."

57892-40

Telephone No.: Holborn 0434 (3 Lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by



I Charles Vincent Parker

of **3 Highworth Worthing in the County of Sussex**

Do solemnly and sincerely Declare that I am* a Solicitor of the
Supreme Court engaged in the formation of A.G. Linfield

*Hereinsert-
"A Solicitor
of the Su-
preme Court
(or in Scotland
an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true, and by virtue of the provisions
of The Statutory Declarations Act, 1835.

Declared at **Worthing**

in the County of Sussex

the **14th** day of **June**

One thousand nine hundred and **forty one**

before me,

R. W. H. Green

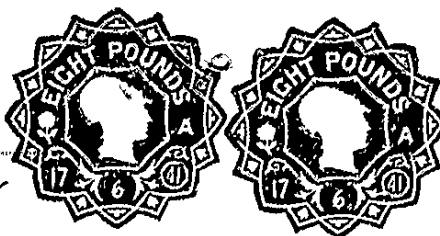
A Commissioner for Oaths. †

Chas. V. Parker

NOTE.—This margin is reserved for binding, and must not be written across.

Number of
Certificate

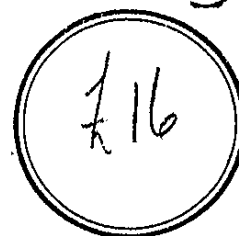
367671



[Form No. 25.]

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.

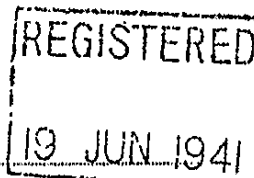


Duty at the
rate of 10s.
for every
£100 must
be impressed
here.

Statement of the Nominal Capital

OF

A.G. LINFIELD



LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

57893-40

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (3 Lines.)

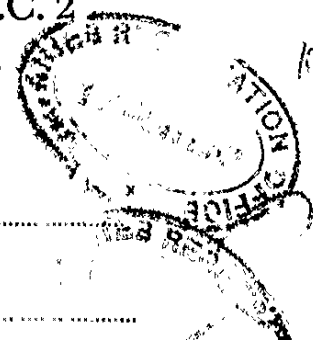
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2

and 13 BROAD STREET PLACE, E.C. 2.

Printed by



THE NOMINAL CAPITAL

OF

A.G. LINFIELD

LIMITED,

is Three thousand two hundred Pounds,

divided into three thousand two hundred Shares

of One pound each.

Signature *A.G. Linfield*

Description Director

Dated the 14th day

of June 19 41

NOTE. — margin is reserved for binding, and must not be written across

*** This Statement should be signed by an Officer of the Company.*

THE STAMP ACT, 1891 and THE FINANCE ACT, 1938.

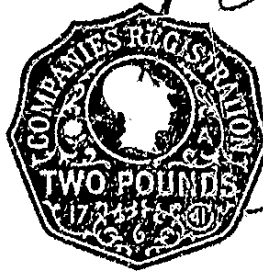
COMPANY LIMITED BY SHARES.

STATEMENT
OF THE
NOMINAL CAPITAL
OF

A.G. LINFIELD

LIMITED.

307061/3



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"The Companies Act, 1929."

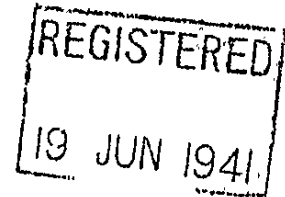
Inmate

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

A. G. LINFIELD LIMITED.



1. The Name of the Company is "A. G. LINFIELD LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are—

- (A) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an Agreement already prepared and expressed to be made between ARTHUR GEORGE LINFIELD of the first part, the said ARTHUR GEORGE LINFIELD, HENRY GORDON LINFIELD and WILFRED ALBERT LINFIELD (being the Executors of the late ARTHUR GEORGE LINFIELD deceased and hereinafter called "the Executors") of the second part, the said HENRY GORDON LINFIELD of the third part, EDITH MARY LINFIELD (widow) of the fourth part, CAROLINE LINFIELD of the fifth part, and this Company of the sixth part, a draft of which has been subscribed with a view to identification by Mr. A. R. CUSHING, a member of the firm of DIXON, HOLMES & CUSHING, Solicitors, of Worthing, in the County of Sussex, and to carry on, develop and turn to account the business of Fruit Growers, Nursermen and Market Gardeners carried on



by the said ARTHUR GEORGE LINFIELD in partnership with his father, the late ARTHUR GEORGE LINFIELD, and since the latter's death (which took place on the 15th April, 1938) in partnership with the Executors at Thakeham, in the County of Sussex, and at Worthing aforesaid, and the assets comprised in the said Agreement.

- (B) To carry on business as Fruit Growers, Nurserymen, Market Gardeners, Husbandmen, Seedsmen, Bulb Growers and Merchants, Greengrocers, Fruiterers, Florists, Landscape Gardeners and Horticulturalists, and any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To carry on business as Dealers in and Producers of Dairy, Farm and Garden Produce of all kinds and in particular Milk, Cream, Butter, Cheese, Poultry and Eggs, Fruit and Vegetables, Farmers, Live Stock Breeders, Dairymen, Bacon Curers, Bacon Factors and Merchants, Butchers, Meat Salesmen, Corn and Flour Merchants, Graziers, Agriculturists, Manufacturers of and Dealers in Agricultural and Horticultural Appliances and Implements, Coal, Coke, Lime and Manure Merchants and Factors, Manufacturers and Dealers in Artificial Manures and Fertilizers.
- (D) To erect and build houses, buildings, glasshouses, glass frames, forcing pits, silos and works of every description on any land of the Company or upon any other lands or hereditaments, and to pull down, rebuild, enlarge, alter and improve existing buildings or works thereon and generally to deal with and improve the property of the Company.
- (E) To erect and set up machinery, plant and equipment, engines, electric supply equipment and cables and to lay and construct water supply apparatus, pipes, tanks, manholes and inspection chambers, filters, pumps, rams, drains, sewers and other similar works.

- (F) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (G) To erect, construct, lay down, enlarge, alter, and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant, and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction, and maintenance of any of the above.
- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled Capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit, Debentures or Debenture Stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the

Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) To grant pensions, allowances, gratuities, and bonuses to officers, ex-officers, employés or ex-employés of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employés, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employés.
- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities, and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid up Shares, with or without preferred or deferred or guaranteed rights in respect of Dividend or repayment of Capital or otherwise, or by any

securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages, or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock, or securities so acquired.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests, or co-operation with any company, firm, or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with, or dispose of shares, stock, or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest, or capital of any shares, stock, or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock, or securities of and guarantee the payment of the dividends, interest, or capital of any shares, stock, or securities

issued by or any other obligations of any such company.

- (r) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities, and transactions of any person, firm, or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is deemed likely to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (u) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (v) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the Shares or Stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (w) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of Capital be made except with the sanction (if any) for the time being required by law.
- (x) To do all or any of the above things in any part of the world, and either as principals, agents,

trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(Y) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Three Thousand Two Hundred Pounds, divided into Three Thousand Two Hundred Shares of One Pound each, of which One Thousand Two Hundred are Preference Shares and Two Thousand are Ordinary Shares. Subject as hereinafter mentioned the Holders of the said Preference Shares are to be entitled to the rights attached thereto by the Articles of Association registered herewith but no further or other rights. Subject and without prejudice to the rights for the time being attached to the said Preference Shares or to any other class of Shares for the time being carrying special rights, any of the Shares in the Capital of the Company for the time being may be issued with or subject to any preferential, deferred or other rights, privileges, conditions or restrictions whether in regard to Dividend, voting, return of Capital, or otherwise. All or any of the rights or privileges of the Holders of the said Preference Shares or of any other class of Shares for the time being forming part of the Capital of the Company may be modified, affected, varied, extended, or surrendered with such consent or sanction as provided by the Articles of Association registered herewith, but not further or otherwise.

We the several persons whose Names, Addresses, and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>Arthur George Lambell</i> <i>South Hill Chatham</i> <i>Pulborough</i> <i>Grower.</i></p>	<p><i>One</i></p>
<p><i>Henry Gordon Linfield</i> <i>Pinecroft. Parkfield Rd.</i> <i>Worthing</i> <i>Grower.</i></p>	<p><i>One</i></p>

Dated the 14th day of *June*, 1941.

Witness to the above Signatures—

Chas. T. Parker
Solicitor

Worthing



307011



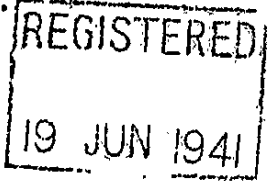
"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.

Articles of Association

OF

A. G. LINFIELD LIMITED.



PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to The Companies Act, 1929 (hereinafter referred to as "Table A"), shall apply to the Company.

2. Clauses 19, 35, 45, 47, 48, 50, 59, 61, 64, 65, 66, 69, 72, and 82 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining Clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the Regulations of the Company.

3. The Company shall enter into and carry into effect an Agreement under the Seal in the terms of the Agreement referred to in Clause 3 (A) of the Memorandum of Association, subject to such, if any, modifications or alterations as the Directors may think fit, whether made before or after the execution thereof, and every Member of the Company shall be deemed to assent to and approve of the said Agreement and any modifications made therein as aforesaid.

PRIVATE COMPANY.

4. The Company is a Private Company within the meaning of Section 26 of The Companies Act, 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any Shares or Debentures of the Company; (2) the number of the Members of the Company (not including persons who



10

are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more Shares in the Company jointly, they shall be treated as a single Member; and (3) the right to transfer the Shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

5. In Clause 2 of Table A the words " Ordinary Resolution " shall be substituted for the words " Special Resolution " where those words first occur.

6. The initial Capital of the Company is Three Thousand Two Hundred Pounds, divided into One Thousand Two Hundred Preference Shares of One Pound each, Nine Hundred and Nineteen " A " Ordinary Shares of One Pound each, numbered 1 to 919 inclusive, and One Thousand and Eighty-one " B " Ordinary Shares of One Pound each, numbered 920 to 2000 inclusive. The Holders of the said Preference Shares will be entitled, subject to the provisions of Clause 3 of Table A, to a fixed Cumulative Preferential Dividend at the rate of Five Pounds per centum per annum upon the Capital for the time being paid up or credited as paid up thereon and the right in a winding up to the return of the Capital paid up or credited as paid up thereon, together with all arrears of Dividend and Dividends accrued thereon to the date of repayment of such Capital and not actually paid, whether earned or declared or not, before any return of Capital is made on any other Shares, but the Holders of such Preference Shares shall not have the right to participate further in profits or assets in respect of such Shares.

7. The Shares shall be at the disposal of the Directors, and they may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Article 4, and to the provisions of the Agreement referred to in Article 3 as to the Shares to be allotted in pursuance thereof, and

provided that no Shares shall be issued at a discount, except as provided by Section 47 of The Companies Act, 1929.

8. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company, provided that the commission does not exceed Ten per cent. of the price at which such Shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid Shares of the Company, as may be arranged. The statement required by Section 43 of The Companies Act, 1929, shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

9. No person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any Share or any interest in any fractional part of a Share, or (except only as by these presents otherwise expressly provided) any other right in respect of any Share except an absolute right to the entirety thereof in the Registered Holder.

LIEN.

10. In Clause 7 of Table A the words "(not being a fully paid Share)" and the words "(other than fully paid Shares)" shall be deemed to be omitted.

TRANSFER OF SHARES.

11. Any Share may be transferred at any time by a Member to his or her father or mother or to any lineal descendant of such father or mother or to his or her wife or husband; and any Share of a deceased Member may be transferred by his executors or administrators to the widow or widower or any such relative as aforesaid of such deceased Member being a *cestui que trust* or

specific legatee thereof, and Shares standing in the name of any deceased Member may be transferred to or placed in the names of the trustees of his Will, and upon any change of trustees may be transferred to the trustees for the time being of such Will. A Share may at any time be transferred to any Member of the Company.

12. No Share shall in any circumstances be transferred to any infant, bankrupt, or person of unsound mind.

13. (A) Save as hereby otherwise provided, no Share shall be transferred to any person who is not a Member of the Company so long as any Member is willing to purchase the same at the fair value which shall be fixed by the Auditors for the time being of the Company.

(B) In order to ascertain whether any Member is willing to purchase a Share at the fair value, the person, whether a Member of the Company or not, proposing to transfer the same (hereinafter called "the retiring Member") shall give a notice in writing (hereinafter described as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers of the Shares which the retiring Member desires to sell and shall constitute the Company the agent of the retiring Member for the sale of such Shares to any Member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

(C) If the Company shall within twenty-eight days after service of a sale notice find a Member willing to purchase any Share comprised therein (hereinafter described as a "purchasing Member") and shall give notice thereof to the retiring Member, the retiring Member shall be bound upon payment of the fair value to transfer the Share to such purchasing Member who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice. The Directors shall, with a view to finding a purchasing Member, offer any Shares comprised in a sale notice to the persons then holding the remaining Shares in the Company (whether Preference or Ordinary) as nearly as may be in proportion to their holdings of Shares in the Company and shall limit a time within which such offer if not accepted will be deemed to be declined; and the Directors shall make such arrangements as regards the finding of a purchasing

Member for any Shares not accepted by a Member to whom they shall have been so offered as aforesaid within the time so limited as they shall think just and reasonable.

(D) In the event of the retiring Member failing to carry out the sale of any Shares which he shall have become bound to transfer as aforesaid, the Directors may execute a transfer in his name and may give a good receipt for the purchase price of such Shares and may register the purchasing Member as Holder thereof and issue to him a Certificate for the same, and thereupon the purchasing Member shall become indefeasibly entitled thereto. The retiring Member shall in such case be bound to deliver up his Certificate for the said Shares and on such delivery shall be entitled to receive the said purchase price without interest, and if such Certificate shall comprise any Shares which he has not become bound to transfer as aforesaid the Company shall issue to him a Balance Certificate for such Shares.

(E) If the Directors shall not within the space of twenty-eight days after service of a sale notice find a purchasing Member for all or any of the Shares comprised therein and give notice in manner aforesaid, or if through no default of the retiring Member the purchase of any Shares in respect of which such last-mentioned notice shall be given shall not be completed within twenty-one days from the service of such notice, the retiring Member shall at any time within six months thereafter be at liberty, subject to Article 14 hereof, to sell and transfer the Shares comprised in his sale notice (or such of them as shall not have been sold to a purchasing Member) to any person and at any price.

14. The Directors may in their discretion and without assigning any reason refuse to register a transfer of any Share to any person whom it shall in their opinion be undesirable in the interests of the Company to admit to Membership, but such right of refusal shall not be exercisable in the case of any transfer made pursuant to Article 11, except for the purpose of ensuring that the number of Members does not exceed the limit prescribed by Article 4. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) such fee, not exceeding Two Shillings and Sixpence, as the Directors may from time to time determine, is paid to the Company in

respect thereof, and (b) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any Shares on which the Company has a lien. If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of The Companies Act, 1929.

PROCEEDINGS AT GENERAL MEETINGS.

15. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Two Members personally present shall be a quorum.

16. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman of the Meeting.

17. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two Members personally present and entitled to vote at the Meeting or by the Holder or Holders present in person or by proxy of at least one twentieth part of the issued Ordinary Share Capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

18. On a show of hands every Member present in person shall have one vote, and upon a poll every Member present in person or by proxy shall have one vote for every Share held by him; provided that Holders of Preference Shares shall have no right to receive notice of or to be present, or to vote either in person or by proxy, at any General Meeting by virtue or in respect of their holdings of Preference Shares unless the Preferential Dividend shall remain unpaid for six months after any quarterly or half-yearly date fixed for payment thereof, or unless a resolution is proposed affecting the rights or privileges of the Holders of Preference Shares.

19. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he is appointed to act at that Meeting as proxy for a corporation, but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the Meeting, shall not act except for the corporation which appointed him.

20. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:—

A. G. LINFIELD LIMITED.

I,

of
in the County of , being a
Member of A. G. LINFIELD LIMITED, hereby appoint

of
or failing him,

of
as my proxy to vote for me and on my behalf
at the [Ordinary or Extraordinary or Adjourned,
as the case may be] General Meeting of the Company

to be held on the day of
and at any adjournment thereof.

Signed this day of

DIRECTORS.

21. Until otherwise determined by a General Meeting, the number of Directors shall not be less than two nor more than seven. The first Directors shall be Mr. ARTHUR GEORGE LINFIELD, Mr. JAMES ALBERT LINFIELD, Mr. PETER LINFIELD, Mr. LAWRENCE BARNES, Mr. HENRY GORDON LINFIELD, and Mr. WILFRED ALBERT LINFIELD.

22. The said ARTHUR GEORGE LINFIELD shall be the Managing Director of the Company and shall, subject to Article 27, be entitled to hold office so long as he lives and is the Registered Holder of not less than Fifty Ordinary Shares in the Capital of the Company. If the said ARTHUR GEORGE LINFIELD shall cease to be the Managing Director of the Company through ceasing to hold the prescribed number of Shares, he shall, if qualified as an Ordinary Director, thereupon become and be an Ordinary Director. The said ARTHUR GEORGE LINFIELD may act as Managing Director before acquiring the qualification, but shall acquire the same within two months after the registration of the Company. Whilst the said ARTHUR GEORGE LINFIELD shall hold the office of Managing Director of the Company the following provisions shall apply:—

- (A) The said ARTHUR GEORGE LINFIELD shall be the Chairman of the Board of Directors and shall preside as Chairman at every Meeting of the Company and of the Directors at which he shall be present.
- (B) The powers conferred by Clause 68 of Table A shall be exercisable, subject to the consent in writing of the said ARTHUR GEORGE LINFIELD.

23. The qualification of a Director (other than that of the said ARTHUR GEORGE LINFIELD whilst holding office as Managing Director) shall be the holding of at least one Ordinary Share in the Company, and it shall be his duty to comply with the provisions of Section 141 of The Companies Act, 1929. A Director may act before acquiring his qualification.

24. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting, provided nevertheless that the aggregate amount payable by way of such remuneration in any one year shall not without the consent in writing of the majority in number of the Holders of the "A" Ordinary Shares be in excess of a sum equal to fifty per cent. of the net profits of the Company available for Dividends for the year in question. For the purposes of this Clause the expression "net profits" shall mean the net profits of the Company after excess profits tax (if any) has been paid or accounted for, but before payment of income tax or surtax (if any) and Directors' remuneration, and shall not include any profits realised by the Company by a sale of any part of its assets during the year in question.

POWERS AND DUTIES OF DIRECTORS.

25. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a Director," and, whilst the said ARTHUR GEORGE LINFIELD shall hold office as Managing Director, shall be read as though the words "Managing Director" were omitted.

26. (1) The Directors from time to time, and at any time, may provide through Local Boards, Attorneys, or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be Members of such Local Boards, or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of The Companies Act, 1929, and those powers shall accordingly be exercisable by the Directors.

(2) The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney, or Agent any of the powers, authorities, and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

DISQUALIFICATION OF DIRECTORS.

27. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director;
- (2) If he ceases to be a Director by virtue of The Companies Act, 1929, Section 141;
- (3) If he absents himself from the Meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office;
- (4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors;
- (5) If he is prohibited from being a Director by an order made under any of the provisions of The Companies Act, 1929, Section 217 or Section 275;
- (6) If he is found lunatic or becomes of unsound mind.

28. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office, and otherwise as may be determined by the Board.

29. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions, namely: (1) He shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of The Companies Act, 1929, and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to the Agreement referred to in Article 3 or any matter arising thereout, or to any contract or arrangement for giving security

to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any Shares or Debentures of the Company or of any company in which this Company is interested, and it may at any time be suspended, relaxed, or removed to any extent and on any terms or conditions by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS.

30. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

31. A resolution in writing signed by every Member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a Meeting of the Board duly convened and constituted.

DIVIDENDS.

32. Subject to any preferential or other special rights for the time being attached to any special class of Shares, any profits of the Company which it shall from time to time be determined to distribute by way of Dividend shall be distributed amongst the Holders of the "A" and "B" Ordinary Shares or amongst the Holders of the "A" Ordinary Shares to the exclusion of the Holders of the "B" Ordinary Shares, or amongst the Holders of the "B" Ordinary Shares to the exclusion of the Holders of the "A" Ordinary Shares, and in case of Dividends distributed among Holders of "A" and "B" Ordinary Shares respectively in such proportions as the Company in General Meeting shall either generally or with reference to any particular distribution by way of Dividend from time to time prescribe, or in the case of any interim Dividend as (subject to any general direction given by the Company in General Meeting and for the time being in force) the Directors shall determine, and the provisions of Clauses 89 and 90 of Table A shall take effect subject to the provisions contained in this Article.

SECRETARY.

33. Miss MARGARET LINFIELD, of South Hill, Thakeham, shall be the first Secretary of the Company. The Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

WINDING UP.

34. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the Members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the Members, every Member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of The Companies Act, 1929.

INDEMNITY.

35. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in Paragraph (c) of the proviso to Section 152 of The Companies Act, 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage, or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Arthur George Umbrell.
Smith Hill. Shalham. Culbourngh.
Grower.

Henry Gordon Linfield
Pinecroft Parkfield Rd.
Worthing Grower.

Dated the 14th day of June, 1941.

Witness to the above Signatures—

Chas. V. Parker
Solicitor
Worthing

DUPLICATE FOR THE FILE.

No. 367671



Certificate of Incorporation

I Hereby Certify,

That

A. G. LINTALD LIMITED

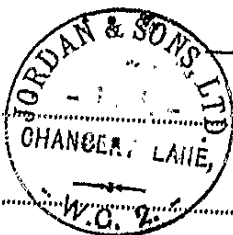
is day Incorporated under the Companies Act, 1929, and that the Company is

under my hand at London this nineteenth day of June

and Nine Hundred and forty-one.

A. Rustin

Registrar of Companies



Date 19 June 1941

Number of } 367 671 / 25
Company }

[Form No. 103.]

THE COMPANIES ACT, 1948



A
Companies
Registration Fee
Stamp of 5s.
must be impressed
here

Notice of

Place where the Register of Members is
kept, and of any change in that place

Pursuant to Section 110 Subsection (3) of The Companies Act, 1948

NAME OF COMPANY

REGISTERED

6-MAR1953

A.G. LINFIELD LTD.,

LIMITED

HO-E90246

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone Number: Holborn 0434 (6 Lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by



Notice
of
Place where the Register of Members is kept,
and of any change in that place
of

A.G. LINFIELD LTD.,
LIMITED

To the Registrar of Companies

A.G. LINFIELD LTD., LIMITED

hereby gives you Notice, in accordance with Subsection (3) of Section 110 of The Companies Act, 1948, that the Register of Members of the Company is kept at

The Registered Office of the Company, at:-

Chesswood Nurseries, Thakeham, Pulborough, Sussex.

NOTE.
The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

Signature..... *Albanes*

Officer..... Secretary.....
(State whether Director or Secretary.)

Dated the..... Third..... day
of..... March..... 1953.

NOTE.—This margin is reserved for binding, and must not be written across.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special Resolutions

(Pursuant to The Companies Act, 1948, Sections 10, 61, and 141)

OF

A. G. LINFIELD LIMITED

Passed the 15th day of January, 1954

REGISTERED

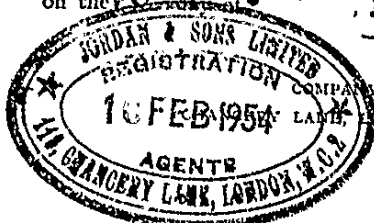
10 FEB 1954

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Tudor Court, 52 Richmond Road, Worthing, Sussex, on the Fifteenth day of January, 1954, the following SPECIAL RESOLUTIONS were duly passed:—

1. "That the 919 issued 'A' Ordinary Shares of £1 each and the 1081 issued 'B' Ordinary Shares of £1 each in the Capital of the Company be consolidated into one class of 2000 Shares of £1 each, to be called Ordinary Shares and to rank equally in all respects."
2. "That the Share Capital of the Company be increased from £3200 to £43,200 by the creation of 40,000 additional Ordinary Shares of £1 each ranking equally in all respects with the existing Ordinary Shares."
3. "That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof."

A. Linfield
Chairman

Presented to the Registrar of Companies
on the 10th day of February, 1954



JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2



A. G. Linfield

COMPANY LIMITED BY SHARES

Articles of Association

OF

A. G. LINFIELD LIMITED

(Adopted by Special Resolution passed on the 15th day of January, 1954)

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to The Companies Act, 1929, shall not apply to the Company.
2. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 62, 75, 77, 89, and 118 in Part I of Table A shall not apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.
3. The Company is a Private Company and Clauses 2, 4, 5, and 6 (but not Clauses 1 and 3) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

4. The Share Capital of the Company at the time of the adoption of these Articles is Forty-three Thousand Two Hundred Pounds, divided into One Thousand Two Hundred Preference Shares of One Pound each and Forty-two Thousand Ordinary Shares of One Pound each. The said Preference Shares and Ordinary Shares confer on the holders thereof the rights and privileges hereinafter declared, and such rights and privileges shall be subject to variation in the manner provided by Clause 4 in Part I of Table A, and not otherwise.
5. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
6. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES.

7. (i) Any Member may transfer or by Will bequeath or by Settlement settle any Shares held by him or her to or upon trust for a member or members of his or her family as hereinafter defined and in the case of such bequest or settlement the Shares so bequeathed or settled may be transferred to the trustees of the Will or Settlement or to any beneficiary or beneficiaries thereunder, being a member or members of the family of the testator or settlor. For the purposes hereof, a member of the family of any Member shall include his or her wife or husband, father or mother, or any lineal descendant of such father or mother or the wife or husband of any such lineal descendant, but no other person.

(ii) Where any Shares are held upon the trusts of any Will or Settlement a transfer thereof may be made upon any change or appointment of new trustees, but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.

(iii) A Share may at any time be transferred to any Member of the Company.

8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of Shares other than a transfer made pursuant to Article 7 hereof.

9. The Directors shall not have any right to decline or suspend the registration of the legal personal representatives of a deceased Member as Members of the Company in respect of the Shares of the said deceased; and Clause 30 in Part I of Table A shall be modified accordingly.

GENERAL MEETINGS.

10. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

11. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

VOTES OF MEMBERS.

12. On a show of hands every Member present in person shall have one vote, and upon a poll every Member present in person or by proxy shall have one vote for every Share held by him: Provided that the holders of Preference Shares shall have no right to receive notice of or to be present or to vote, either in person or by proxy, at any General Meeting by virtue or in respect of their holdings of Preference Shares unless the Preferential Dividend on such Shares shall remain unpaid for six calendar months after any quarterly or half-yearly date fixed for payment thereof, or unless a resolution is proposed affecting the rights or privileges of the holders of Preference Shares.

DIRECTORS.

13. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than seven.

14. The Directors of the Company at the time of the adoption of these Articles are: ARTHUR GEORGE LINFIELD, JAMES ARTHUR LINFIELD, LAURENCE AUGUSTINE BARNES, HENRY GORDON LINFIELD, and WILFRED ALBERT LINFIELD.

15. The qualification of every Director shall be the holding of at least one Ordinary Share of the Company. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

16. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

17. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

18. Clause 86 in Part I of Table A shall be read and construed as if 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" were omitted therefrom.

ROTATION OF DIRECTORS.

19. At the Annual General Meeting in every year one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.

DIVIDENDS.

20. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall first be applied in paying to the holders of Preference Shares a Cumulative Preferential Dividend to the close of such year or other period at the rate of Five per centum per annum, and the balance shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

WINDING UP.

21. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the holders of Preference Shares the amounts paid or credited as paid on such Preference Shares respectively, together with all arrears of Dividend and Dividends accrued thereon to the date of repayment of such Capital and not actually paid, whether earned or declared or not; Secondly, in repaying to the holders of Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively; and the balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

Number of } 367,671 / 29
Company

The Companies Act, 1948



COMPANY HAVING A SHARE CAPITAL



Ad valorem
Companies
Fee Stamp
(including
Registration
Fee of 5s.)
must be
impressed
here.

Notice of Increase in the Nominal Capital

OF

A. G. LINEFIELD

LIMITED

REGISTERED
10 FEB 1954

Pursuant to Section 63 of The Companies Act, 1948

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

HG-E90672
Telephone No.: HOLBORN 0434 (6 lines)

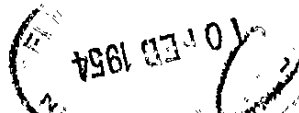
JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2



& Spofforth,



Notice of Increase in the Nominal Capital

OF

A. G. LINFIELD

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) Special Resolution of the Company dated the Fifteenth day of January, 1954, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 40,000, beyond the Registered Capital of £ 3,200.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
<u>40,000</u>	<u>Ordinary</u>	<u>£1</u>

The conditions (e.g., voting rights, dividend rights, winding-up rights, &c.) subject to which the new Shares have been or are to be issued are as follows:—

The new Ordinary Shares rank pari passu

with the existing Ordinary Shares.

Signature

Description (c)

J. A. L. Jones
Secretary

Dated the 15th day

of January 1954

(a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.

(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.

This margin is reserved for binding, and must not be written across.

Number of
Company } 367671/30

[Form No. 26

**THE STAMP ACT, 1891; THE REVENUE ACT, 1903;
and THE FINANCE ACT, 1933**

COMPANY HAVING A SHARE CAPITAL



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Capital

OF



A. G. LINFIELD
LIMITED

REGISTERED

10 FEB 1954

Pursuant to Section 112 of The Stamp Act, 1891; Section 5 of The Revenue
Act, 1903; and Section 41 of The Finance Act, 1933.

The Statement has to be registered with the Notice of Increase in the Nominal Capital and
printed copy of the Resolution authorising the Increase required under Section 63 of The Companies
Act, 1948.

nc-230422

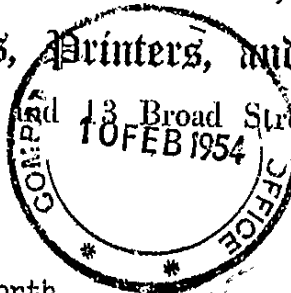
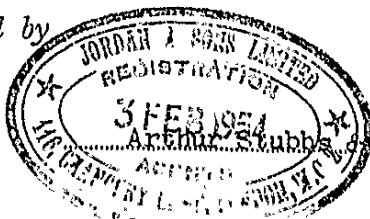
Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by



52 Richmond Road, Worthing, Sussex.

-3 FEB 1954

2156

THE NOMINAL CAPITAL

OF

A. G. LINFIELD LIMITED,
has, by a Resolution of the Company dated the.....Fifteenth.....day
of.....January....., 1954 been increased by the addition thereto of
the sum of.....Forty thousand.....Pounds,
divided into.....Forty thousand.....Shares
of.....One pound.....each
beyond the Registered Capital of.....Three thousand, Two hundred pounds.....

Signature..... *f. a. Thompson*

Description _____ *Secretary* _____

Dated the 15th day

of Germany 1954

*** This Statement should be signed by an Officer of the Company.

NOTE:—This margin is reserved for binding, and must not be written across.

38

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

(COPY)

Special Resolutions

(Pursuant to The Companies Act, 1948, Sections 10 and 141)

OF

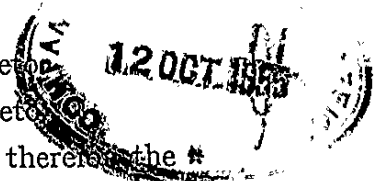
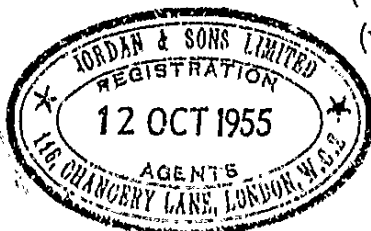
A. G. LINFIELD LIMITED

Passed the 30th day of August, 1955

REGISTERED
12 OCT. 1955

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 3 p.m., at Chesswood Nurseries, Thakeham, in the County of Sussex, on the 30th day of August, 1955, the following SPECIAL RESOLUTIONS were duly passed:—

- " 1. That as from the 1st day of October, 1955, the 1,200 issued Preference Shares of £1 each in the Capital of the Company be converted into Ordinary Shares ranking equally in all respects with the existing Ordinary Shares in the Capital of the Company: Provided that the holders of the said 1,200 Shares shall be entitled to the Cumulative Preferential Dividend on such Shares for the year ending on the 30th day of September, 1955, and shall not be entitled to participate in any dividend to be declared on the existing Ordinary Shares in respect of the said year.
2. That subject to and upon the said conversion taking effect the Articles of Association of the Company be altered as follows:—
 - (i) By deleting the number '62' in Article 2 and by substituting the word and number 'and 89' for the numbers and word '89 and 118' in the same Article.
 - (ii) By deleting Article 4 and by substituting therefor the following new Article:—
 4. The Share Capital of the Company at the time of the adoption of this Article is £101,200, divided into 101,200 Ordinary Shares of £1 each.
 - (iii) By deleting Article 12 and the heading thereof
 - (iv) By deleting Article 20 and the heading thereof
 - (v) By deleting Article 21 and by substituting therefor the following new Article:—



[P.T.O.]

21. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the holders of Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively, and the balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively."

A. G. Lumbard

Chairman.

Presented to the Registrar of Companies
on the 12th day of October, 1955

No. of COMPANY 367,671



36

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(COPY)

Ordinary Resolution

(Pursuant to The Companies Act, 1948, Section 61)

OF

A. G. LINFIELD LIMITED

Passed the 30th day of August, 1955

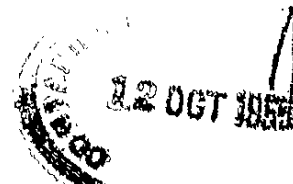


At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 2.30 p.m. at Chesswood Nurseries, Thakeham, in the County of Sussex, on the 30th day of August, 1955, the following ORDINARY RESOLUTION was duly passed:—

"That the Share Capital of the Company be increased from £43,200 to £101,200 by the creation of 58,000 additional Ordinary Shares of £1 each, ranking equally in all respects with the existing Ordinary Shares."

A. G. Linfield
Chairman.

Presented to the Registrar of Companies
on the 12th day of October, 1955



151

THE COMPANIES ACT, 1948.



Notice of Increase in Nominal Capital

Pursuant to Section 63.

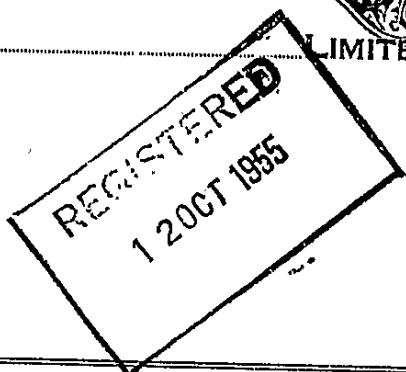


NAME OF COMPANY

A. G. LINFIELD



LIMITED.



JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

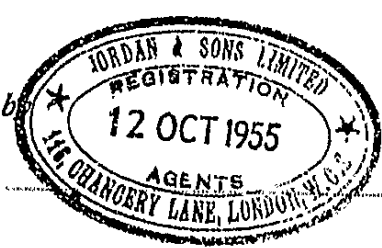
Cat. No. C.F.10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

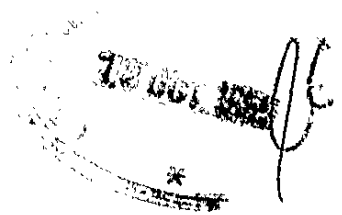
Law Stationers and Company Registration Agents.

F188 82035 (H) (L)

Presented by



Handwritten initials 'K.H.'.



C 507

To the REGISTRAR OF COMPANIES.

A. G. LINFIELD LIMITED,
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a) Ordinary Resolution of the Company dated the
30th day of August 1955 the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 58,000 beyond the registered Capital of £ 43,200.

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
58,000	Ordinary	One Pound

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.),
subject to which the new Shares have been, or are to be, issued, are as follows :—

Ranking equally in all respects with the existing
Ordinary Shares

None of the new Shares are Preference Shares, and are (b) not
redeemable.

(Signature) J. A. Linfield

(State whether Director, or Secretary) Director

Dated the Seven day of September 1955

(a) " Ordinary," " Extraordinary " or " Special "

(b) Delete as appropriate.

This margin to be reserved for binding.

No. OF COMPANY.....

38



Inland
Revenue
Duty Stamp
to be
impressed
hereon

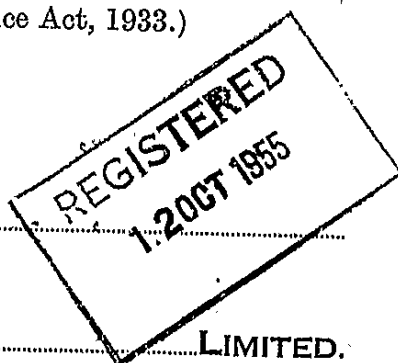
COMPANY HAVING A SHARE CAPITAL.

Statement of Increase of Nominal Capital.

Pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF
COMPANY.....



A. G. LINFELD

LIMITED.

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

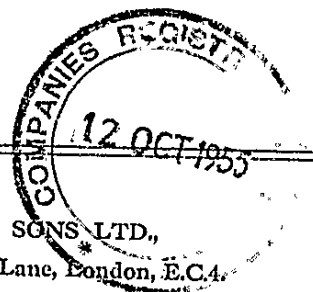
NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. No. CA.26.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.



F30. S1289 (J)

Presented for registration by



12 SEP 1955

The Nominal Capital

OF

A. G. LINFIELD LIMITED,

has by a Resolution of the Company dated the 30th day
of August, 1955, been increased by the addition thereto of
the sum of £58,000. (fifty eight thousand pounds) Pounds,
divided into 58,000. Ordinary Shares
of £1. (one pound) each,
beyond the Registered Capital of £43,200. (forty three thousand two
hundred pounds.)

*Signature

J. A. J. Jones

Description

Director

Date

17th September 1955

This margin is reserved for binding, and must not be written across.

No. OF COMPANY 367,671

COMPANIES
REGISTRATION

The Companies Act, 1948.

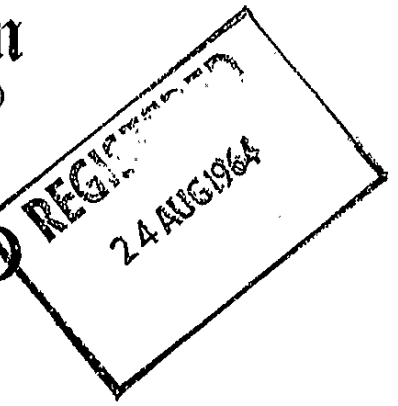
COMPANY LIMITED BY SHARES

Ordinary Resolution

(Pursuant to The Companies Act, 1948, Section 61)

OF

A. G. LINFIELD LIMITED



Passed the 27th day of July, 1964.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 3.15 p.m. at Chesswood Nurseries, Thakeham, in the County of Sussex, on the 27th day of July, 1964, the following ORDINARY RESOLUTION was duly passed:—

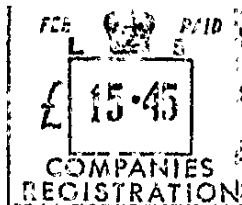
“THAT the Share Capital of the Company be increased from £101,200 to £405,000 by the creation of 303,800 additional Ordinary Shares of £1 each, ranking equally in all respects with the existing Ordinary Shares”.

A handwritten signature in cursive script.

Chairman



NO. OF COMPANY



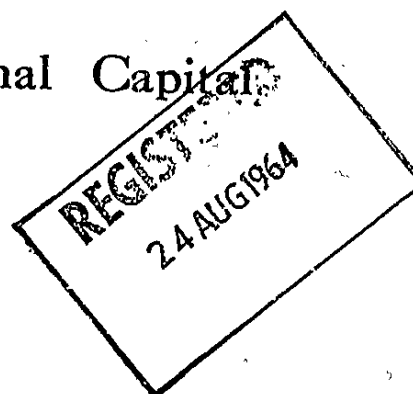
[C.F. 10]

THE COMPANIES ACT, 1948.

15/9/64
624

Notice of Increase in Nominal Capital

Pursuant to Section 63.



NAME OF
COMPANY

A. G. LINFIELD

LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

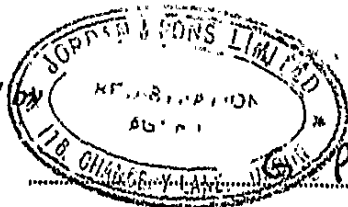
Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

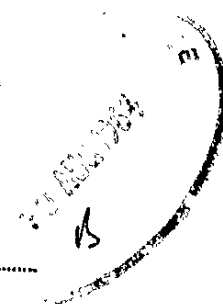
Law Stationers and Company Registration Agents.

S1004 (V) □

Presented by



P. BIRD



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

A. G. LINEFIELD

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) ORDINARY Resolution of the Company dated the 27th day of JULY 1964, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 303,800 beyond the registered Capital of £ 101,200.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
303,800	ORDINARY	ONE POUND

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

RANKING EQUALLY IN ALL RESPECTS WITH
THE EXISTING ORDINARY SHARES.

NONE of the new Shares are Preference Shares, and are ~~(b) [not]~~ redeemable.

(Signature) gfbard

SECRETARY

(State whether Director, or Secretary).....

Dated the Fourth day of August 1964.

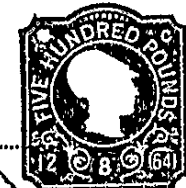
(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate

This margin to be reserved for binding.

COMPANY HAVING A SHARE CAPITAL.

£1519
CCD



NAME OF

COMPANY.....

A. G. LINFIELD

Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company has by a Resolution of Company dated 27th JULY 1964 been increased by the addition of the sum of £303,800 beyond the Registered Capital of £101,200

Signature.....

G. P. Bird

Date 4th August 1964

Description.....

SECRETARY

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.26.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

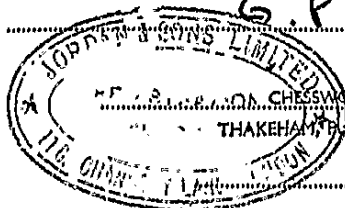
SHAW & SONS LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

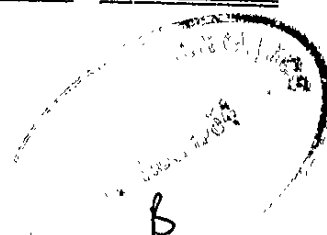
S1975 (v)

Presented for registration by



G. P. Bird

CHESWOOD NURSERIES,
THAKEHAM, PULBOROUGH, SUSSEX.



Company Number: 367671

131
THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

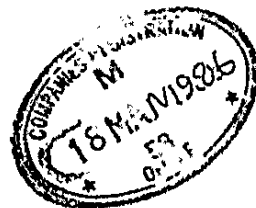
A.G. LINFIELD LIMITED

(Passed 11 March 1986)

At an extraordinary general meeting of the Company duly convened and held at Chesswood Nurseries, Thakeham, Pulborough, West Sussex on 11 March 1986 the following resolution was duly passed as a special resolution:-

SPECIAL RESOLUTION

"That the articles of association contained in the document submitted to this meeting and for the purpose of identification signed by the Chairman thereof be and they are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company."



Chairman
11 March 1986

Certified true copy

.....
Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

A.G. LINFIELD LIMITED

PRELIMINARY

1. The following regulations and (subject as provided in these articles) the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (in these articles called "Table A") shall constitute the regulations of the Company.

2. Regulations 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

3. The share capital of the Company is 405,000 Ordinary shares of £1 each.

4. Sections 89 and 90 of the Companies Act 1985 (as for the time being amended, extended or re-enacted) shall not apply to the Company.

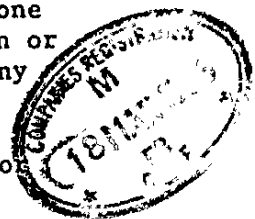
TRANSFER OF SHARES

5. The directors may, in their absolute discretion and without assigning any reason, decline to register a transfer of any share; and the first sentence of regulation 24 of Table A shall accordingly not apply to the Company.

DIRECTORS

6. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

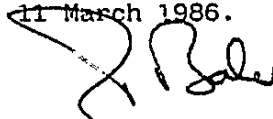
7. A person willing to act may be appointed as a director and any director howsoever appointed may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company), by an instrument delivered to the office and signed by or on behalf of a member or members holding a majority in nominal amount of the Ordinary shares of the Company for the time being in issue.



8. No director shall be required to vacate his office as a director and no person shall be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

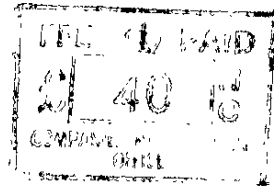
9. The directors may pay, or agree to pay, gratuities, pensions or other retirement, superannuation, death or disability benefits to any director or former director or to his widow or any of his dependants and for this purpose may contribute to any scheme or fund or pay premiums.

Certified a true copy of the
Articles of Association of
the Company as altered by
Special Resolution passed on
11 March 1986.



Chairman

COMPANY NUMBER 367671



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

A.G. LINFIELD LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Chesswood Nurseries, Thakeham, Pulborough, West Sussex on Friday, 10 July 1987 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to:

Chesswood Produce Limited

[Faint signature]

[Handwritten signature]

CHAIRMAN



BB
716713
280
R2

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 367671

I hereby certify that

'A G LINFIELD LIMITED

having by special resolution changed its name,
is now incorporated under the name of

CHESSWOOD PRODUCE LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 7 SEPTEMBER 1987

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

THE COMPANIES ACT 1985

ELECTIVE RESOLUTION

OF

CHESSWOOD PRODUCE LIMITED - .

At an Extraordinary General Meeting of the Company, duly convened and held at Thakeham, Pulborough, W.Sussex, on 30th August 1990, the following Resolution was passed as an Elective Resolution.

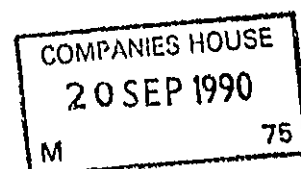
ELECTIVE RESOLUTION

"That the Company hereby elects to dispense with -

- a) the laying of accounts and reports before the Company in general meeting.
- b) the holding of annual general meetings, and
- c) the obligation to appoint auditors annually".



Chairman



Company No: 367671

THE COMPANIES ACT 1985

Company Limited by Shares

ORDINARY RESOLUTIONS

of

Chesswood Produce Limited

We, the undersigned, being all the members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed as Ordinary Resolutions at a General Meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS

- 1 That the authorised share capital of the Company be increased to £7,000,000 by the creation of 6,595,000 ordinary shares of £1 each carrying the same rights in all respects as the existing ordinary shares in the Company.
- 2 That the directors be generally and unconditionally authorised to allot any unissued shares in the Company at any time before 1 March 1996 up to a maximum aggregate nominal amount of £6,595,200.

Dated this 7th day of May 1991.

C. C. C. C.

Secretary
for RANKS HOVIS McDOUGALL PLC

P. J. C.

Secretary
for RHM LIMITED



We, being the holder of all the issued deferred shares of £1 each in Chesswood Produce (Shepherds Grove) Limited, hereby consent to any modification, abrogation or variation of the rights attached to the said deferred shares which is involved in the passing as a special resolution of the resolution numbered 1 set out in the resolutions in writing signed by all the members of Chesswood Produce (Shepherds Grove) Limited dated 7th May 1991, a copy of which is attached hereto.

7th May 1991



.....
Secretary
for RANKS HOVIS McDOUGALL PLC

G

Notice of increase
in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] []

337671

Name of company

CHESSWOOD PRODUCE LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 07/05/1991 the nominal capital of the company has been increased by £ 6595000.00 beyond the registered capital of £ 405000.00

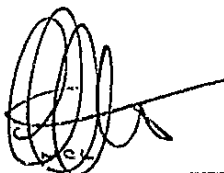
A copy of the resolution authorising the increase is attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

Please tick here if continued overleaf

[]

Signed



Designation DIRECTOR

Date

20/05/11

Presentor's name address and reference (if any):

Miss G M Ryan
Ranks Hovis McDougall PLC
RHM Centre, Alma Road,
Windsor,
Berks SL4 3ST.

For official Use

General Section

Post room



BLUEPRINT

CH APP

G

COMPANIES FORM No. 225(1)
Notice of new accounting reference
date given during the course of
an accounting reference period

225(1)

Pursuant to section 225(1) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company number

367671

Name of company

Chesswood Produce Limited

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	4
---	---	---	---

* delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]* and [~~is to be treated as having come to an end~~] [will come to an end]* on

Day Month Year

3	0	0	4	1	9	8	3
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]* undertaking of

Ranks Hovis McDougall PLC

_____, company number 281728

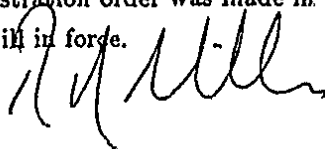
the accounting reference date of which is 30/04

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on N/A and it is still in force.

† Insert Director,
Secretary
Etc

Signed



Designation † SECRETARY

Date

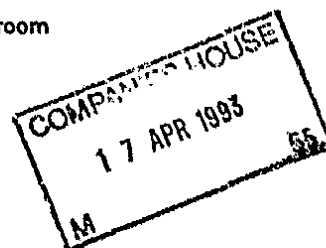
14/4/93

Presenter's name address
telephone no. and reference (if any):

R K MILLER,
RHM CENTRE, P O BOX 178,
ALMA ROAD,
WINDSOR,
BERKS SL4 3ST

For official use
D.E.B.

Post room



BLUEPRINT

CH APP