

number of }  
company }

332642/1

[Form No. 41.]

**"THE COMPANIES ACT, 1929."**

**Declaration of Compliance**



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

WITH THE

**REQUIREMENTS OF THE COMPANIES  
ACT, 1929,**

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

HENRY

QUENNEL

**LIMITED.**

Telegrams: "Certificate, Strand, London."

Telephone No.: Holborn 0434

**JORDAN & SONS, LIMITED,**

**Company Registration Agents, Printers, and Publishers,**

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

**BROAD STREET PLACE, E.C.2, and 28A MOSTYN STREET, LLANDUDNO.**

acted by



ALAN HERBERT HATTON

of 21, BOLD STREET, WARRINGTON IN THE COUNTY OF LANCASTER

\*Here insert:  
"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,"

Do solemnly and sincerely Declare that I am\* a Solicitor of the  
Supreme Court engaged in the formation of Henry  
Quennell Limited

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 Warrington in the County  
of Lancaster

the fourteen day of January,

One thousand nine hundred and forty five.

before me,

Warrington

Commissioner for Oaths.†

† or Notary Public or Justice of the Peace.

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

*Alan H. Hatton*

r. of  
cate

35 642 / 2

[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



HENRY

QUENNELL

**LIMITED,**

in accordance with Section 112 of The Stamp Act, 1891; as  
amended by Section 41 of The Finance Act, 1933.

This statement is to be lodged with the Memorandum of Association and  
Documents when the Registration of the Company is applied for.

CERTIFICATE, 15 STRAND, LONDON: W.C.2

Telephone No. 5 HOLBORN 0434.

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C.2

10 AD STREET PLACE, E.C.2, and 28A MOSTYN STREET. LLANDUDNO.



# THE NOMINAL CAPITAL

OF

HENRY QUENNEL LIMITED,

is TWO THOUSAND FIVE HUNDRED - - Pounds,

divided into TWO THOUSAND FIVE HUNDRED Shares

of ONE POUND - each.

Signature *H B Quennell*

Description Director.

Dated the *fifteenth* day

of *January* 19 45

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

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



13

19 JAN 1945

"The Companies Act, 1929."

7X



COMPANY LIMITED BY SHARES.

Memorandum of Association  
OF  
**HENRY QUENNEL,**  
LIMITED.

L3.5  
10/1/45  
10/1/45

1. The Name of the Company is "HENRY QUENNEL,  
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 acquire and take over as a going concern and carry on the business of Horse Slaughterer and Manufacturer of Fertilizers and Animal Foods now carried on by FRANK BERTRAM QUENNEL at Riverside Works, Fiddlers Ferry, Penketh, near Warrington, in the County of Lancaster, under the styles of "HENRY QUENNEL & Co." and "BRYN PRODUCTS," together with all or any of the real and personal property and assets of the proprietors of that business used in connection therewith or belonging thereto, and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has been already prepared and engrossed and is expressed to be made between the said FRANK BERTRAM QUENNEL of the First part, ARTHUR SINCLAIR, OSBORNE SINCLAIR, HARRY SINCLAIR, CHARLES SINCLAIR, and ALFRED ERNEST SINCLAIR of the Second part and the above-named Company of the Third part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.

(B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the businesses of Knackers, Dealers in Animal Carcases, Fellmongers, Dealers in Hides, Skins, Fat, Tallow, Grease and Oils, Fat Melters and Refiners, Collectors and Merchants of and Dealers in Fertilizers, Waste Foods, Offals, and other Products of every description derived from the killing of animals, and Manufacturers and Merchants of and Dealers in all Products and things of every description which can be derived from any such Waste Foods, Offals, and other Products, Manufacturers and Merchants of and Dealers in Oil Cakes, Cattle Foods, Spices, Feeding and Fattening Preparations, and Feeding Stuffs of all kinds for Animals, and Poultry and other Birds, Oil Extractors, Seed Crushers, Manufacturers of Linseed, Cotton,

and other Cakes, Grain and Seed Merchants, Butchers, Importers and Merchants of and Dealers in Meats, Cattle, Sheep and Pigs; Meat Salesmen, Fishmongers, Cattle Rearers, Farmers, Tanners, Curriers, Preserved Meat, Fish, and Food Manufacturers, Fur and Wool Merchants, Flock Manufacturers and Waste Dealers; to manufacture, refine, prepare, purchase, sell, import, export, and deal in casein, candles, soap, soda, resin, naphtha, edible fats and oils, and all kinds of oils, oil-bearing materials, and oleaginous and saponaceous substances; to erect and build abattoirs, freezing houses, warehouses, sheds, and other buildings necessary or expedient for the purposes of the Company; and to manufacture, buy, sell, and deal in plant, machinery, tools, implements, materials, substances, products, and things of every description capable of being used in connection with the aforementioned businesses or any of them.

- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such person: to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children, or other relatives or dependents.
- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and



to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (v) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Two Thousand Five Hundred Pounds, divided into Two Thousand Five Hundred Shares of One Pound each.

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.
<i>3. Bertram Russell          21 Wall New Rd. Warrington          Horse Slaughterer</i>	<i>One</i>
<i>Harry Sinclair          4 Kemmel Avenue          Warrington.          Trade Union Official</i>	<i>one</i>

Dated the 15th day of January, 1945.

Witness to the above Signatures—

*Alan W. Hutton  
 Solicitor  
 Warrington*



"The Companies Act, 1929."



COMPANY LIMITED BY SHARES.

## Articles of Association

OF

**HENRY QUENNELL,**  
**LIMITED.**

REGISTERED

10 JAN 1945

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (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, the Clauses of Table A numbered 19, 39, 40, 64, 66, 69, 72, 78, 79, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Directors shall forthwith take into consideration and, if thought fit, shall, on behalf of the Company, enter into (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (A), of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Agreement, by reason of any Promoter or Director of the Company being a Vendor to the Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendor, without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, including any such modification as aforesaid, and to have assented to all the terms thereof.

3. 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 at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

4. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

(A) The Company shall not offer any of its Shares or Debentures to the public for subscription.

(B) The number of the Members of the Company (not

including persons who 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 not at any time exceed fifty.

- (c) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

5. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

### SHARE CAPITAL AND SHARES.

6. The original Share Capital of the Company is Two Thousand Five Hundred Pounds divided into Two Thousand Five Hundred Shares of One Pound each.

7. Subject to the provisions of the Agreement referred to in Article 2 hereof, and subject also to the provisions of Clause 35 of Table A, 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.

8. The lien conferred by Clause 7 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 OF SHARES.

9. A Share may be transferred by a Member or other person entitled to transfer to any Member selected by the transferor; but, save as provided by Article 15 hereof, no Share shall be transferred to a person who is not a Member so long as any Member is willing to purchase the same at the fair value.

10. Except where the transfer is made pursuant to Article 3 or Article 15 hereof, the person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value and shall constitute the Company his agent for the sale of the Share to any Member of the Company willing to purchase the Share (hereinafter called "the purchasing Member") at the price so fixed or, at the option of the purchasing Member, at the fair value to be fixed by the Auditor in accordance with Article 12 hereof. A transfer notice may include several Shares, and in such case shall operate as if it were a separate notice in respect of each Share. A transfer notice shall not be revocable except with the sanction of the Directors.

11. If the Company shall within the space of twenty-eight days after being served with a transfer notice find a purchasing

Member and give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, as fixed by Article 10 or Article 12 hereof, to transfer the Share to the purchasing Member.

12. In case any difference arises between the proposing transferor and the purchasing Member as to the fair value of a Share, the Auditor shall on the application of either party, certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly The Arbitration Acts, 1889 to 1934, shall not apply.

13. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the Share, the Company may receive the purchase money on his behalf and may authorise some person to execute a transfer of the Share in favour of the purchasing Member, who shall thereupon be registered as the Holder of the Share. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member, and after his name has been entered in the Register of Members in exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

14. If the Company shall not within the space of twenty-eight days after being served with a transfer notice find a purchasing Member and give notice in manner aforesaid, the proposing transferor shall, at any time within three calendar months afterwards, be at liberty, subject to Article 16 hereof, to sell and transfer the Share (or where there are more Shares than one, those not placed) to any person at any price not being less than the fair value specified in the transfer notice.

15. Any Share may be transferred by a Member to any child or other issue, brother, sister, wife, or husband of such Member, and any Share of a deceased Member may be transferred by his legal personal representatives to any child or other issue, brother, sister, widow, or widower of such deceased Member, and Shares standing in the names of the trustees of the Will of any deceased Member may be transferred upon any change of trustees to the trustees for the time being of such Will.

16. The Directors may refuse to register any transfer of a Share (A) where the Company has a lien on the Share, or (B) where the Directors are not of opinion that it is desirable to admit the proposed transferee to Membership. But Paragraph (B) of this Article shall not apply where the transferee is already a Member nor to a transfer made pursuant to Articles 11, 14, or 15 hereof. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding Two Shillings and Sixpence 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.

#### BORROWING POWERS.

17. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, but so that the whole amount so raised or borrowed and

outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the Share Capital of the Company for the time being issued or agreed to be issued. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds, Debentures, or Debenture Stock either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

18. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### GENERAL MEETINGS.

19. A General Meeting of the Company shall be held in each calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

20. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

#### VOTES OF MEMBERS.

21. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

#### DIRECTORS.

22. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than eight.

23. The following persons shall be the first Directors of the Company: FRANK BERTRAM QUENNELL, ARTHUR SINCLAIR, OSBORNE SINCLAIR, HARRY SINCLAIR, CHARLES SINCLAIR, and ALFRED ERNEST SINCLAIR. They shall be Permanent Directors of the Company, and each of them shall be entitled to hold such office so long as he shall live unless he shall become disqualified from any of the causes specified in Article 27 hereof; and accordingly Clauses 73 to 77 and Clause 80 of Table A shall not apply to any Permanent Director.

24. The Directors shall have power at any time and from

time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

25. The qualification of every Director shall be the holding in his own right and as sole Holder of Shares of the Company to the nominal value of not less than One Hundred Pounds. A Director may act before acquiring his qualification, but shall acquire his qualification within two calendar months of being appointed a Director.

26. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

#### DISQUALIFICATION OF DIRECTORS.

27. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors ;
- (B) If he become of unsound mind ;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof ;
- (D) If he cease to hold the necessary Share qualification, or do not obtain the same within two calendar months from the date of his appointment ;
- (E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929 ;
- (G) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

28. A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may

have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. But, except in respect of the Agreement referred to in Article 2 hereof, or of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or to any other person or company for any liability or obligation of the Company for which any Director shall be personally responsible whether by way of guarantee or otherwise, or in respect of a resolution to allot any Shares or Debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

#### MANAGING DIRECTOR.

29. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all such powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

30. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

#### NOTICES.

31. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

#### WINDING UP.

32. 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 Members the amounts paid up or credited as paid up on the



Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

33. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

Frank Bertram Onevell  
34 Helwall New Road, Helwall, Warrington  
Horse Slaughterer

Harry Sinclair  
4 Fernside Avenue  
Warrington

Trade Union Official

---

Dated the 15th day of January, 1945.

Witness to the above Signatures—

Alan H. Hutton  
Solicitor  
Warrington

CERTIFICATE OF INCORPORATION

[Duplicate for the file]

No. **392642**

I HEREBY CERTIFY, that

**HENRY GUNNELL, LIMITED**

is a company incorporated in England, and that the  
Company is limited.

Given under my hand at **London** **xxxxxx** **nineteenth** **day** **January**  
of the **fourth** **thousand** **four** **hundred** **and** **forty-five**.

*P. H. Weston*

Registrar of Companies.

(Certified to be  
correct copy)

Witness my hand and seal

[Signature]



No. of Company : 392642 / 16

THE COMPANIES ACT, 1948.



# HENRY QUENNEL LIMITED.

## Special Resolutions

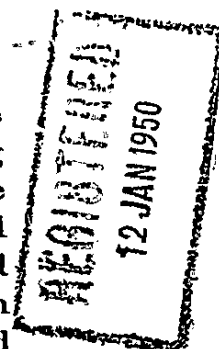
*Passed 30th December, 1949.*

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Riverside Works, Fidlers Ferry, Warrington, on the 30th day of December, 1949, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

1. That the Articles of Association of the Company be added to by inserting after Article 8 the following new Articles—

“ 8a. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportions aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.”



" 8b. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members."

2. "That the capital of the Company be increased to £10,000 by the creation of 7,500 new shares of £1 each ranking in all respects *pari passu* with the existing shares."

3. "That Article 17 of the Articles of Association of the Company be deleted and there be inserted in lieu thereof the following Article—

" 17. The Directors may at their discretion raise or borrow money for the purposes of the Company's business and may secure the repayment of the same by mortgage, lien or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital and may issue bonds, debentures or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged and whether or not the whole amount so borrowed or raised and outstanding at any one time exceeds the amount of the share capital of the Company for the time being issued or agreed to be issued."

  
Chairman.

Number of  
Company

392642/17

Form No. 10.

# The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL



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

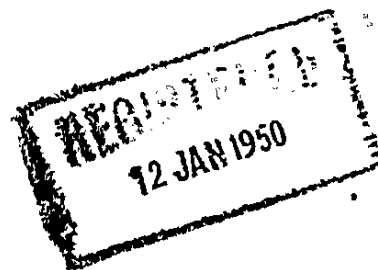
## Notice of Increase in the Nominal Capital

OF

Henry Quennell

LIMITED

Pursuant to Section 63 of The Companies Act, 1948



FORM 1 "CERTIFICATE, ESTRAND, LONDON."

HO-389786  
Telephone No.: HOLSORN 0431 (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

Henry Quennell Limited.  
Riverside Works, Fiddlers Ferry,  
Warrington.



# Notice of Increase in the Nominal Capital

OF

Henry Quennell

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 Thirtieth day of December 1949 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £7500 (Seven thousand five hundred pounds), beyond the Registered Capital of £2500 (Two thousand five hundred pounds).

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
7500	—	£1.

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

The new shares shall rank in all respects pari passu with the existing shares.

Signature H B Quennell  
Description (c) Managing Director

Dated the Thirtieth day  
of December 1949.

- (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.  
(c) State whether Director or Secretary of the Company.

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

number of company } 392642/8

FORM NO. 1

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

COMPANY HAVING A SHARE CAPITAL



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

237/10/-

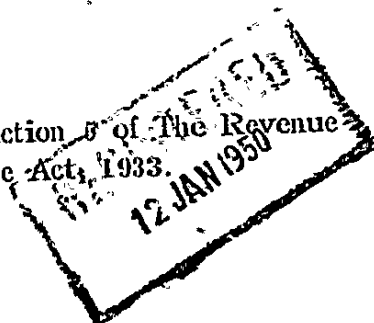
Statement of Increase of the Nominal Capital - CCD

OF

Henry Quennell

LIMITED

In pursuance of 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.

106-20087

Telegram: "CERTIFICATE, ESTRAND, LONDON."

Telephone No. HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED,

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

Presented by

Henry Quennell Limited

Riverside Works, Fiddlers Ferry

Warrington



2674

# THE NOMINAL CAPITAL

OF

Henry Quennell

LIMITED,

has, by a Resolution of the Company dated the Thirtieth day  
of December, 1949 been increased by the addition thereto of  
the sum of Seven thousand five hundred Pounds,  
divided into Seven thousand five hundred Shares  
of One pound each  
beyond the Registered Capital of Two thousand five hundred  
pounds

Signature H B Quennell

Description Managing Director

Dated the Thirtieth day

of December 1949

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

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



*The Companies Act 1948.*

COMPANY LIMITED BY SHARES.



## Special Resolutions

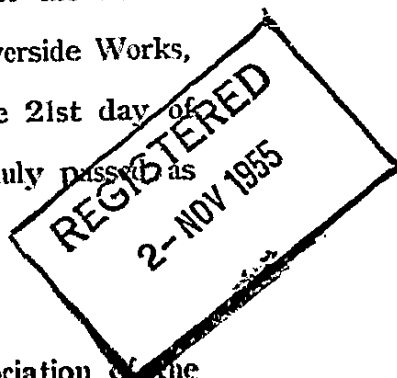
*(Pursuant to the Companies Act 1948, Section 141 (2))*

OF

# HENRY QUENNEL LIMITED

*Passed the 21st day of October, 1955.*

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Riverside Works, Fidlers Ferry, Penketh, near Warrington, on the 21st day of October, 1955, the following Resolutions were duly passed as SPECIAL RESOLUTIONS, viz.:—



### RESOLUTIONS.

1. THAT Article 22 of the Articles of Association of the Company be deleted and that there be inserted in lieu thereof the following Article:—

22. The number of Directors shall not be less than two.

2. THAT Article 25 of the Articles of Association of the Company be deleted and that there be inserted in lieu thereof the following Article:—

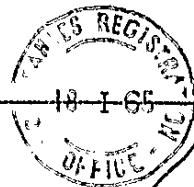
25. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

SLSS-L54708

*J. B. [Signature]*  
Chairman  
FIVE SHILLINGS  
21 NOV 1955

Number of  
Company

392642



FEE PAID

FIVE SHILLINGS  
COMPANIES  
REGISTRATION  
L 2

Form No. 103

# THE COMPANIES ACT, 1948



A'ss.  
Companies  
Registration Fee  
Stamp must  
be impressed  
here.

## Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the  
Name of  
Company

HENRY QUENNEL

LIMITED

Section 110 of the Companies Act, 1948, provides that :—

\* \* \* \* \*

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by The Secretary of the Company

17, London Road,

London, E.C.4.

Notice of Place where Register of Members is kept or of any  
Change in that Place.

*To the REGISTRAR OF COMPANIES.*

HENRY QUENNEL 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 17 Camden Road,

London, N.W.1.

Signature

(State whether  
Director or Secretary)

Secretary.

Dated the 14th day of January, 1965.

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

No. 392642

46.



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolution

OF

Henry Quennell, Limited

Passed 15th March, 1965

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened and held at 382/386, Edgware Road, London, W.2. on the 15th day of March, 1965 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

THAT the Company's name be changed to "FOOD SECURITIES (PROPERTIES) LIMITED".

*[Signature]*  
Director  
Chairman of the Meeting.



No. 392642



**B**



Reference: C.R.98/246/65

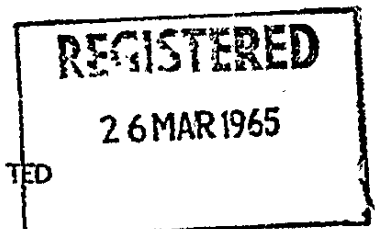
BOARD OF TRADE

COMPANIES ACT, 1948

HENRY QUENNELL, LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

FOOD SECURITIES (PROPERTIES) LIMITED



Signed on behalf of the Board of Trade

this TWENTY-SIXTH DAY OF MARCH

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

A handwritten signature in cursive script, reading "L.S. Whitfield".

Authorised in that behalf by the  
President of the Board of Trade

C.60

K7753 M737845/1621 10000 4/64 KP3608

DUPLICATE FOR THE FILE

No. 392642

47.



# Certificate of Incorporation on Change of Name

Whereas

HENRY QUENNEL, LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1929,

on the NINETEENTH DAY OF JANUARY, 1945

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

FOOD SECURITIES (PROPERTIES) LIMITED

Given under my hand at London. this TWENTY-SIXTH DAY OF MARCH  
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Certificate received by

Peck

*J. S. Wansford.*

Assistant Registrar of Companies.

Date

26.3.65

No. 392642



FEE PAID  
FIVE SHILLINGS  
COMPANIES  
REGISTRATION  
OFFICE THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Special Resolution

OF

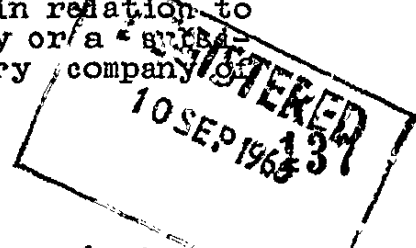
# Food Securities (Properties) Limited

Passed 11th August, 1965.

AT an EXTRAORDINARY GENERAL MEETING of the members of the above Company, held at 40, Berkeley Square, London, W.1, on the 11th day of August, 1965, the undermentioned Resolution was duly passed as a SPECIAL RESOLUTION, namely :-

THAT the provisions of the Memorandum of Association of the Company with respect to the objects thereof be and are hereby altered by inserting after paragraph (K) of Clause 3 thereof the following additional paragraph, namely :-

"(KK) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities including particularly the obligations or securities of any company which is (within the meaning of Section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary company or a subsidiary company of any such holding company."



382/206 Endgame Re.

No. 392642 / 52



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Special Resolution

OF

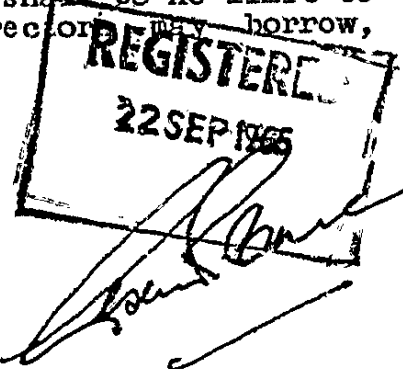
## Food Securities (Properties) Limited

Passed 3rd September, 1965

AT an EXTRAORDINARY GENERAL MEETING of the Company held at 382/386, Edgware Road, London, W.2, on the 3rd day of September, 1965, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

### RESOLUTION

THAT Article 17 of the Company's Articles of Association be amended by the deletion of the words commencing with "but so" in line 3 down to and including the word "issued" in line 7, to the intent that there shall be no limit to the amount which the Directors may borrow, with or without security.



Director.  
Chairman of the Meeting.

144





(2)

(B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the business of Knackers, Dealers in Animal Carcases, Fellmongers, Dealers in Hides, Skins, Fat, Tallow, Grease and Oils, Fat Melters and Refiners, Collectors and Merchants of and Dealers in Fertilizers, Waste Foods, Offals, and other Products of every description derived from the killing of animals, and Manufacturers and Merchants of and Dealers in all Products and things of every description which can be derived from any such Waste Foods, Offals, and other Products, Manufacturers and Merchants of and Dealers in Oil Cakes, Cattle Foods, Spices, Feeding and Fattening Preparations, and Feeding Stuffs of all kinds for Animals, and Poultry and other Birds, Oil Extractors, Seed Crushers, Manufacturers of Linseed, Cotton, and other Cakes, Grain and Seed Merchants, Butchers, Importers and Merchants of and Dealers in Meats, Cattle, Sheep and Pigs; Meat Salesmen, Fishmongers, Cattle Rearers, Farmers, Tanners, Curriers, Preserved Meat, Fish, and Food Manufacturers, Fur and Wool Merchants, Flock Manufacturers and Waste Dealers; to manufacture, refine, prepare, purchase, sell, import, export, and deal in casein, candles, soap, soda, resin, naphtha, edible fats and oils, and all kinds of oils, oil-bearing materials, and oleaginous and saponaceous substances; to erect and build abattoirs, freezing houses, warehouses, sheds, and other buildings necessary or expedient for the purposes of the Company; and to manufacture, buy, sell, and deal in plant, machinery, tools, implements, materials, substances, products, and things of every description capable of being used in connection with the aforementioned businesses or any of them.

(C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's Property.

(3)

- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest

(4)

in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

\* (KK) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities including particularly the obligations or securities of any company which is (within the meaning of Section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary company or a subsidiary company of any such holding company. X

(L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments. /

(M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests. /

(N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions. /

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\* This Clause was added on 11th August, 1965.

(6)

- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children, or other relatives or dependents.

- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clause hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is Two Thousand Five Hundred Pounds, divided into Two thousand Five Hundred Shares of One Pound each.\*

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\* By Special Resolution of 30th December, 1948, the Authorised Capital was increased to £10,000 by the creation of 7,500 new Shares of £1 each, ranking pari passu with the existing Shares.

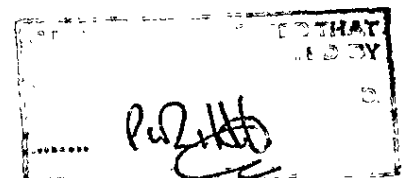
WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<p>FRANK BERTRAM QUENNELL, 34, Thelwall New Road, Thelwall, Warrington, Horse Slaughterer.</p> <p>HARRY SINCLAIR, 4, Kemmel Avenue, Warrington, Trade Union Official.</p>	<p>ONE</p> <p>ONE</p>

DATED this 15th day of January, 1945.

WITNESS to the above Signatures :-

ALAN H. HATTON,  
Solicitor,  
Warrington.





No. 392642

667 1965 11/20  
THE COMPANIES  
REGISTRATION  
OFFICE

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Special Resolution

OF

# Food Securities (Properties) Limited

Passed 12th November, 1965

AT an EXTRAORDINARY GENERAL MEETING of the  
Members of the above Company, held at 382/386,  
Edgware Road, London, W. 2. on the 12th day of  
November, 1965, the undermentioned Resolution was  
duly passed as a SPECIAL RESOLUTION, namely :-

### RESOLUTION

"That the regulations contained in the printed document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof 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 all existing Articles thereof."

REGISTERED  
10 DEC 1965

*[Signature]*  
Director.  
Chairman of the Meeting.

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Articles of Association

OF

## Food Securities (Properties) Limited

(Adopted by Special Resolution on  
12th November, 1965)

### PRELIMINARY

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Clause 1 of Part II of Table A shall be deleted and the following substituted therefor :-

"1. Clauses 24, 53, 75, 77, 88, 89, 90, 91, 92, 93 and 108 of Part I of Table A shall not apply to the Company, but the remaining Clauses of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company".

3. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number, and vice versa.

### SHARE CAPITAL

4. The Capital of the Company (at the time of adoption of these Articles) is £10,000 divided into 10,000 Shares of £1 each.

5. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company in General Meeting, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

#### GENERAL MEETINGS

6. Every notice convening a General Meeting shall comply with the provisions of section 136(2) of the Act 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 Directors and Auditor for the time being of the Company.

7. All the members present in person at a General Meeting may by resolution duly recorded waive formal notice of that Meeting.

#### DIRECTORS

8. The Directors shall not, unless otherwise determined by the Company in General Meeting, be less than two.

9. No Director shall be required to vacate office as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.

10. In Clause 94 of Part I of Table A the words "and may also determine in what rotation the increased or reduced number is to go out of office" shall be deemed to be deleted, and in clause 95 of Part I of Table A, the words from "any Director so appointed" to "at such meeting" shall be deemed to be deleted to the intent that a Director shall not be subject to retirement by rotation but shall hold office until he becomes disqualified under the provisions of Article 16 hereof, or dies.

11. A resolution in writing signed by all the Directors or all the members of a Committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Directors or of

such Committee (as the case may be) duly convened and held.

#### ALTERNATE DIRECTORS

12. Each Director shall have the power to nominate another Director, or any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also (when a quorum exceeds two) be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

13. Every instrument appointing an alternate Director shall be addressed to the Company and shall be deposited at the registered office of the Company and shall, as nearly as circumstances will admit, be in the following form or to the effect following :-

"I,  
 "a Director of the Company in pursuance of  
 "the power in that behalf contained in the  
 "Articles of Association of the Company, do  
 "heraby nominate and appoint  
 " , of  
 " , to act as alternate  
 "Director in my place at any meeting of the  
 "Directors which I am unable to attend, and  
 "to exercise all my duties as a Director of  
 "the Company.

"As witness my hand this      day of      19      ".

BORROWING POWERS

14. In clause 79 of Part I of Table A the words from "Provided that" to the end of the clause shall be deemed to be deleted.

QUALIFICATION OF DIRECTORS

15. A Director need not hold any share qualification, but shall be entitled to receive notice of and attend all General Meetings of the Company and clause 134 of Part I of Table A shall be deemed to be modified accordingly.

DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall be vacated :-

- (A) If he is prohibited from being a Director by reason of any order made under section 188 of the Act.
- (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (C) If he is found lunatic or becomes of unsound mind.
- (D) If by notice in writing to the Company he resigns his office.
- (E) If he is removed by Ordinary Resolution of the Company as provided by clause 96 of Part I of Table A.

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 of Part I of Table A shall be modified accordingly.

18. Any Director may continue to be or become a director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any other office or

place of profit under, or member of, any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a Director of such other Company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

#### REMUNERATION OF MANAGING DIRECTOR AND OTHERS

19. The remuneration of a Managing Director or any Director who may be appointed to any other office in the management of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependants, or by all or any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any remuneration to which he may be entitled as a Director of the Company.

#### WINDING-UP

20. On any sale or transfer of the undertaking of the Company the Directors or the Liquidators on a winding-up may if authorised by a special resolution accept fully paid or partly paid up shares debentures or securities of any other company or corporation whether British Foreign or Colonial either then existing or to be formed for the purchase or acquisition in whole or in part of the property of the Company and the Directors (if the profits of the Company permit) or the liquidators (on a winding-up) may distribute such shares or securities or any other properties of the Company amongst the members without realization or vest the same in trustees for them or any of them and

any special resolution may determine how such distribution shall be carried out as between the members or contributories of the Company or different classes thereof and may provide for the distribution or appropriation of the cash shares or other securities benefits or property otherwise than in accordance with the strict legal rights of the members or contributors of the Company or classes thereof and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto save only (in case the Company is proposed to be or is in the course of being wound up) such statutory rights (if any) under Section 287 of the Companies Act 1948 as are incapable of being varied or excluded by these Articles.

#### INDEMNITY

21. 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 (b) of the proviso to Section 205 of the Act), which he may sustain or incur in or about the execution 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.

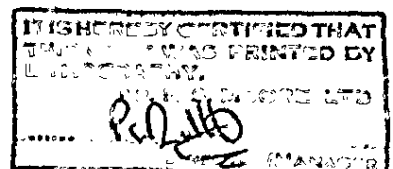
#### NOTICES

22. In clause 131 of Part I of Table A the second sentence thereof shall be deemed to be deleted and the following substituted therefor :

"Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter."

23. Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper addressed to the Company or such officer at the registered office of the Company..

*[Signature]*  
 Dir. or.  
 Chairman of the Meeting.



# THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests  
in shares in, or debentures of, a company or its associated  
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

Insert the  
Name of  
the Company

FOOT SECURITIES (PROPERTIES) LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with  
subsection (8) of section 29 of the Companies Act 1967, that the register of Directors'  
interests in shares in, or debentures of, the company or any associated companies  
is kept at

17, CAMDEN ROAD  
LONDON, N.W.1.

Signed

*G. Stevens*

State whether Director or Secretary

He is the Secretary

Date 15<sup>th</sup> December, 1967

Presented by:

Presenter's reference:

The Secretary of the Company,  
17, Camden Road,  
London, N.W.1.

Form No. R6  
(No fee payable)

Printed and published by  
The Solicitors' Law Stationery Society, Limited,  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff C.4 4EA;  
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,  
Glasgow, G.2.



Number of  
Company }

342 642.

166

## THE COMPANIES ACT, 1948

### Notice of Situation of Registered Office or of any Change therein

Pursuant to Section 107

Insert the  
name of  
Company

FOOD SECURITIES (PROPERTIES)

Limited

Notice of the Situation of the Registered Office of the Company and of any  
Change therein must be given within 14 days after the incorporation of the  
Company or of the Change as the case may be (Section 107 (2) of the Act).

If default is made in complying with Section 107, the Company and every officer  
of the Company who is in default is liable to a default fine.

signed by

Document Filer's Reference

The Secretary of the Company,  
17, Camden Road,  
London, N.W.1.

Form No 4.

(The filing fee is 6s.)

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED  
11-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
1 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

A List of Companies books and forms sent free on application

Form No. 4

I.P.T.O.

# Notice of the Situation of the Registered Office

OF

\_\_\_\_\_  
FOOD SECURITIES (PROPERTIES) Limited  
or of any change therein.

To THE REGISTRAR OF COMPANIES.

\_\_\_\_\_  
FOOD SECURITIES (PROPERTIES) Limited,  
hereby gives you notice, in accordance with Section 107 of the Companies Act,  
1948, that the Registered Office of the Company is situated at

\_\_\_\_\_  
BUCKINGHAM PARADE,  
STANMORE,  
MIDDLESEX

(Signature) J. F. Allen

(State whether Director or Secretary) Acting Secretary

Dated the 13<sup>th</sup> day of August 1968.

Note.—This margin reserved for binding and must not be written across

Submitted in accordance with  
the EUROPEAN COMMUNITIES ACT 1972

No. 392642

83

THE COMPANIES ACT, 1929

and

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

### Food Securities (Properties) Limited

(as altered to 11th August, 1965)

1. The name of the Company is "FOOD SECURITIES (PROPERTIES) 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 acquire and take over as a going concern and carry on the business of Horse Slaughterer and Manufacturer of Fertilizers and Animal Foods now carried on by FRANK BERTRAM QUENNELL at Riverside Works, Fiddlers Ferry, Penketh, near Warrington, in the County of Lancaster, under the styles of "HENRY QUENNELL & CO." and BRYN PRODUCTS," together with all or any of the real and personal property and assets of the proprietors of that business used in connection therewith or belonging thereto, and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has been already prepared and engrossed and is expressed to be made between the said FRANK BERTRAM QUENNELL of the First part, ARTHUR SINCLAIR, OSBORNE SINCLAIR, HARRY SINCLAIR, CHARLES SINCLAIR, and ALFRED ERNEST SINCLAIR of the Second part and the above-named Company of the Third part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.

(2)

- (B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the business of Knockers, Dealers in Animal Carcases, Fellmongers, Dealers in Hides, Skins, Fat, Tallow, Grease and Oils, Fat Melters and Refiners, Collectors and Merchants of and Dealers in Fertilizers, Waste Foods, Offals, and other Products of every description derived from the killing of animals, and Manufacturers and Merchants of and Dealers in all Products and things of every description which can be derived from any such Waste Foods, Offals, and other Products, Manufacturers and Merchants of and Dealers in Oil Cakes, Cattle Foods, Spices, Feeding and Fattening Preparations, and Feeding Stuffs of all kinds for Animals, and Poultry and other Birds, Oil Extractors, Seed Crushers, Manufacturers of Linseed, Cotton, and other Cakes, Grain and Seed Merchants, Butchers, Importers and Merchants of and Dealers in Meats, Cattle, Sheep and Pigs; Meat Salesmen, Fishmongers, Cattle Rearers, Farmers, Tanners, Curriers, Preserved Meat, Fish, and Food Manufacturers, Fur and Wool Merchants, Flock Manufacturers and Waste Dealers; to manufacture, refine, prepare, purchase, sell, import, export, and deal in candles, soap, soda, resin, naphtha, edible fats and oils, and all kinds of oils, oil-bearing materials, and oleaginous and sapaceous substances; to erect and build cottages, freezing houses, warehouses, sheds, and other buildings necessary or expedient for the purposes of the Company; and to manufacture, buy, sell, and deal in plant, machinery, tools, implements, materials, substances, products, and things of every description capable of being used in connection with the aforementioned businesses or any of them.
- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or which may be carried on directly or indirectly to enhance the value of or render more profitable any of the Company's Property.

(3)

- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest

(3)

- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest

in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- \*(KK) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities including particularly the obligations or securities of any company which is (within the meaning of Section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary company or a subsidiary company of any such holding company.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

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\* This Clause was added on 11th August, 1965.



- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children, or other relatives or dependents.

- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clause hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £10,000 divided into 10,000 shares of £1 each. ✓

No. 392642

101



THE COMPANIES ACTS 1948 TO 1967

SPECIAL RESOLUTION

OF

FOOD SECURITIES (PROPERTIES) LIMITED

passed 29th September 1978

At an Extraordinary General Meeting of the above-named Company duly convened and held at International House, Mitre Square, London EC3 the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

"That the name of the Company be changed to  
Kearley ~~and~~ Tonge (Properties) Limited.

*PK*

*J. T. Sheldrake*

J. T. Sheldrake  
Secretary



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 392642

102

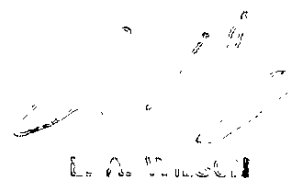
I hereby certify that

**FOOD SECURITIES (PROPERTIES) LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**KEARLEY & TORCE (PROPERTIES) LIMITED**

(Given under my hand at Cardiff the 7TH DECEMBER 1973



L. A. RUSSELL

*Assistant Registrar of Companies*

Company No. 392642

THE COMPANIES ACTS 1948 to 1981

SPECIAL RESOLUTION

(pursuant to S.141 (2))

of

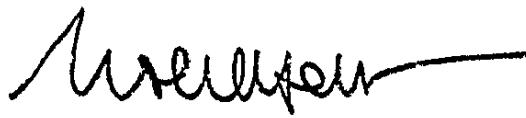
KEARLEY & TONGE (PROPERTIES) LIMITED

(passed on 31 March 1983)

At the Annual General Meeting of the above named Company duly convened and held at York House, Belmont Road, Uxbridge, Middlesex on 31 March 1983, the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company, viz:-

SPECIAL RESOLUTION

IT WAS RESOLVED THAT by virtue of S.12 of the Companies Act 1981 auditors shall not be appointed.

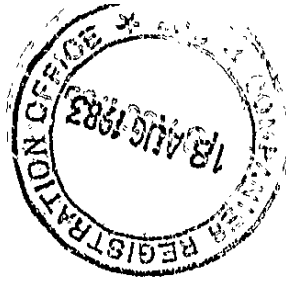


N E HOLT

Secretary



No. 392642



17.8.83



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

KEARLEY & TONGE (PROPERTIES) LIMITED

(passed 10 august 1983)

The following Resolution was duly passed as a  
Special Resolution at an Extraordinary General  
Meeting of the Company held on 10th August 1983

SPECIAL RESOLUTION

That the name of the Company be changed  
to Booker Food Services Limited

N.E. HOLT  
Director & Secretary

£160.00 (p)  
N.E. Holt  
005980



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 392642

131

I hereby certify that

KEAPLEY & TONGE (PROPERTIES)  
LIMITED

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

BOOKER FOOD SERVICES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 9TH SEPTEMBER 1983

A handwritten signature in dark ink, appearing to read 'D. C. H. RUSHER'.

D. C. H. RUSHER

an authorised officer

No 392642

THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

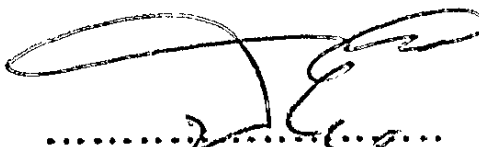
- of -

BOOKER FOOD SERVICES LTD

At a General Meeting of the Company held at Malt House, P O Box 65, Field End Road, Eastcote, Ruislip, Middlesex on 29 May 1987 the following Resolution was passed as a Special Resolution

RESOLUTION

THAT the Regulations contained in the printed document marked "A" submitted to this Meeting and for the purpose of identification signed by the Chairman 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 all the existing Articles of Association of the Company.

  
.....  
Chairman





A C  
JCC  
CHAMAN

# ARTICLES OF ASSOCIATION

OF

392642

BOOKER FOOD SERVICES LTD

adopted by special resolution passed on

29 MAY 1987

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## PRELIMINARY

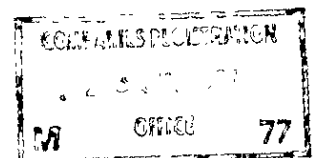
- 1 The regulations in Table A in the Companies (Tables A to F) Regulations 1985 shall not apply to the company but the following shall be the only regulations of the company.
- 2 In these regulations:-
  - "the Statutes" means the Companies Act 1985 and every statute for the time being in force concerning companies and affecting the company
  - "the seal" means the common seal of the company
  - "secretary" means any person appointed to perform the duties of the secretary of the company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Companies Act 1985

## SHARE CAPITAL AND VARIATION OF RIGHTS

- 3 Subject to the provisions of the Statutes and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.
- 4 Subject to the provisions of the Statutes, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.



5. Subject to the provisions of the Statutes, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings of the company or to the proceedings thereat shall apply mutatis mutandis, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum).

6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

7. In addition to all other powers of paying commissions the company may exercise the powers of paying commissions conferred by the Statutes, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Statutes and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of such price (as the case may be). Subject to the provision of the Statutes, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.

8. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) 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 regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class or several certificates each for one or more of his shares. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

10. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors think fit.

11. Subject to the provisions of the Statutes and of these regulations all shares for the time being created and unissued shall be at the disposal of the directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper. The provisions of sub-sections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to the company.

## LIEN ON SHARES

12. The company shall have a first and paramount lien and charge on every share (not being a fully paid share) registered in the name of any member, whether solely or jointly with others, for all moneys due to the company from him or his estate, whether solely or jointly with any other person, whether a member or not, and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends payable thereon. But the directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this article.

13. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

14. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. After his name has been registered as the holder of the shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the company exclusively.

15. The net proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the share before the sale) be paid to the person entitled to the shares at the date of the sale.

## CALLS ON SHARES

16. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.

17. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate as may be fixed by the terms of allotment of the share, or if no rate is fixed, at the appropriate rate, but the directors shall be at liberty to waive payment of such interest wholly or in part.

20. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

22. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) the appropriate rate as may be agreed upon between the directors and the member paying such sum in advance. No sum paid in advance of calls shall entitle the holder of a share in respect thereof to any portion of a dividend subsequently declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

### TRANSFER OF SHARES

23. The instrument of transfer of any share shall be executed by or on behalf of the transferor and, in the case of a partly paid share, the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

24. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

25. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

26. The directors may also decline to recognise any instrument of transfer unless:—

(a) 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; and

(b) the instrument of transfer is in respect of only one class of share.

27. If the directors refuse to register a transfer 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.

28. Subject to the provisions of the Statutes, the registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registrations shall not be suspended for more than thirty days in any year.

29. The company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof and all share certificates and share warrants which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the company that every entry in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate or share warrant so destroyed was a valid and effective certificate or warrant duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the company. Provided always that:—

- (a) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (b) Nothing herein contained shall be construed as imposing upon the company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the company in the absence of this regulation;
- (c) References herein to the destruction of any document include references to the disposal thereof in any manner.

#### TRANSMISSION OF SHARES

30. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only person recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share which had been solely or jointly held by him.

31. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

32. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

33. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company; provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

#### FORFEITURE OF SHARES

34. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

35. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

36. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

37. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

38. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.

39. A statutory declaration in writing that the declarant is a director or the secretary of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

40. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

## CONVERSION OF SHARES INTO STOCK

41. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

42. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

43. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profit of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

44. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

## ALTERATION OF CAPITAL

45. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

46. The company may by ordinary resolution:—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of the Statutes; and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions, as compared with the others as the company has power to attach to unissued or new shares;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

47. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required, by law.

48. Upon any consolidation of fully paid shares into shares of larger amount the directors may settle any difficulty which may arise with regard thereto and in particular may, as between the holders of shares so consolidated, determine which shares are consolidated into each consolidated share, and in the case of any shares registered in the name of one member being consolidated with shares registered in the name of another member, the directors may make such arrangements for the allotment, acceptance and/or sale of fractional shares or for the sale of the consolidated share and may sell the consolidated share or the fractions either upon the market or otherwise to such person at such time and at such price as they may think fit and shall distribute the net proceeds of sale among such members rateably in accordance with their rights and interests in the consolidated share or the fractions, and for the purposes of giving effect to any such sale the directors may appoint some person to transfer the shares or fractions sold to the purchaser thereof and such appointment and any transfer executed in pursuance thereof shall be effective.

#### GENERAL MEETINGS

49. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

50. All general meetings other than annual general meetings shall be called extraordinary general meetings.

51. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Statutes. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

#### NOTICE OF GENERAL MEETINGS

52. Subject to the provisions of the Statutes, an annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company.

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed:—

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.



53. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

54. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors and any other documents required to accompany or to be annexed to the balance sheet, the election of directors in the place of those retiring and the appointment or re-appointment of, and the fixing of the remuneration of, the auditors, or the manner in which it is to be determined and the fixing of remuneration of directors.

55. 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; save as herein otherwise provided, two persons being members present in person or by proxy and entitled to attend and vote at the meeting shall be a quorum.

56. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

57. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be the chairman of the meeting.

58. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy shall choose one of their number to be chairman of the meeting.

59. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

60. 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:—

(a) by the chairman; or

(b) by any member present in person or by proxy.

Unless a poll be 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 book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn, and no notice need be given of a poll not taken immediately.

61. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

62. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

63. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

64. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

65. Subject to the provisions of the Statutes, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effectual as if the same had been passed at a general meeting of the company duly convened and held. A resolution shall be deemed to be "a resolution in writing signed by all the members" for the purposes of this regulation notwithstanding that all the signatures of such members are not affixed to the same copy of such resolution.

#### VOTES OF MEMBERS

66. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or being a corporation present by a representative or proxy shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

67. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

68. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

69. No member shall, unless the directors otherwise determine, be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

70. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

71. On a poll votes may be given either personally or by proxy.

72. 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 seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

73. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

74. An instrument of proxy may be in the usual common form or in such other form as the directors shall prescribe. The proxy shall be deemed to include the right to demand, or join in demanding, a poll, and shall (except and to the extent to which the proxy is specially directed to vote for or against any proposal) include power generally to act at the meeting for the member giving the proxy. A proxy, whether in the usual or common form or not, shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, and need not be witnessed.

75. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### DIRECTORS

76. Unless and until otherwise determined by the company in general meeting, the directors shall be not less than two and there shall be no maximum number. The first directors shall be the persons named as such in the statement delivered to the registrar with the memorandum.

77. The directors shall be paid out of the funds of the company by way of fees for their services such sums (if any) as the company in general meeting may from time to time determine. The directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them respectively in and about the performance of their duties as directors, including expenses of travelling incurred specifically to enable them to attend board or committee or general meetings.

78. A director shall not require a shareholding qualification but shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting of the company or at any separate meeting of the holders of any class of shares in the company.

79. The directors may grant special remuneration to any director who, being called upon, shall be willing to render any special or extra services to the company, or to go or reside abroad in connection with the conduct of any of the affairs of the company. Such special remuneration may be made payable to such director in addition to or in substitution for his fees (if any) as a director, and may be payable by way of a lump sum, participation in profits, salary or otherwise as the directors shall determine.

80. A director of the company may be or become a director or other officer or member of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or other officer of, or from his interest in, such other company unless the company or its ultimate holding company otherwise direct.

## BORROWING POWERS

81. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

## POWERS AND DUTIES OF DIRECTORS

82. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Statutes or by these regulations, required to be exercised by the company in general meeting, subject nevertheless, to any of these regulations, to the provisions of the Statutes and to such directions whether or not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company by special resolution but no such direction and no alteration of the articles shall invalidate any prior act of the directors which would have been valid if that direction or alteration had not been made.

83. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

84. The company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

85. The company may exercise the powers conferred upon the company by the Statutes with regard to keeping of a dominion register, and the directors may (subject to the provisions of the Statutes) make and vary such regulations as they think fit respecting the keeping of any such register.

86. (1) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Statutes.

(2) A director shall not vote in respect of any contract or arrangement in which he has a material interest, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:—

- (a) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or
- (b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

- (c) any contract by a director to subscribe for or underwrite shares or debentures of the company; or
- (d) any contract or arrangement with any other company in which he is interested only as an officer of the company or as holder of less than 10% of the nominal amount for the time being in issue of any class of shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the company in general meeting.

(3) A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

(4) A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any director may act by himself or his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company.

(6) A director shall not be deemed interested in a contract with the company's holding company or a subsidiary of such holding company by reason only of the fact that he is a member of or director of that company or subsidiary.

87. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

88. The directors shall cause minutes to be made in books provided for the purpose:—

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

All business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting of the company or of the directors or committee, shall be conclusive evidence without any further proof of the facts therein stated.

89. Without restricting the generality of their powers the directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the company or of any company which is a subsidiary company of or allied or associated with the company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons; may pay premiums for the purchase or provision of any such gratuity, pension or allowance, and may set up, establish, support, maintain and contribute to pension, superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them, and so that any director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and shall be counted in any quorum of directors and may vote as a director in respect of the exercise of any of the powers by this regulation conferred upon the directors, notwithstanding that he is or may be or become interested therein.

#### DISQUALIFICATION OF DIRECTORS

90. The office of director shall be vacated if the director:—

- (a) ceases to be a director by virtue of the Statutes; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a director by reason of any order made under the Statutes; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the company and, in the case of a managing director, assistant managing director or executive director holding office as such for a fixed period, the directors agree to accept such resignation; or
- (f) shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period.

The decision of the directors as to whether or not a person holds office for a fixed period shall be final and binding.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

91. No person other than a director retiring pursuant to the next following regulation shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

92. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

93. The company may by extraordinary resolution remove any director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

94. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation or under any provision of the Statutes enabling the removal of a director, and without prejudice to the powers of the directors so to do the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

95. Without prejudice to other powers of appointment herein contained, a member or members holding a majority in nominal value of the issued ordinary shares for the time being in the company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the company.

#### PROCEEDINGS OF DIRECTORS

96. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom. A director who is also an alternate director shall be entitled to a separate vote on behalf of the director he is representing in addition to his one vote.

97. 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. For the purposes of this regulation, an alternate director who is not himself a director shall be counted in the quorum.

98. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

99. The directors may elect a chairman of their meetings and determine the period for which he is to hold office. The chairman shall receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the directors may determine. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting. The appointment of chairman shall be automatically determined if he ceases from any cause to be a director.

100. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

101. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

102. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

103. All acts done bona fide by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

104. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the directors.

#### ALTERNATE DIRECTORS

105. Any director may by writing appoint any person who is approved by a majority of the other directors for the time being in the United Kingdom to be an alternate director in his place during his absence either generally or on any particular occasion, and such appointment shall have effect, and such appointee whilst he holds office as an alternate director shall be entitled to notice of meetings of the directors as if he were a director, and to attend and vote thereat accordingly; but he shall not be entitled to receive any remuneration from the company, and he shall ipso facto vacate office if and when the appointor vacates office as a director, or removes the appointee from office, and any appointment and removal under this article shall be effected in writing to the company under the hand of the director making the same or his attorney.

106. An alternate director shall be an officer of the company and shall alone be responsible to the company for his own acts and defaults, and he shall not be deemed to be the agent of or for the director appointing him. The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him, and shall consist of such part (if any) of the last-mentioned director's remuneration as shall be agreed between the alternate director and the director appointing him.

#### EXECUTIVE DIRECTORS

107. The directors may from time to time appoint one or more of their number to be the holder of any executive office, and in each case the directors may make such appointment for such period and on such terms (as to remuneration and otherwise) as they may think fit and (without prejudice to any claim for damages he may have for breach of any service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. The directors may also continue any person appointed to be a director in any other office or employment held by him before he was so appointed.

The directors may entrust to and confer upon an executive director any of the powers exercisable by the directors upon such terms and conditions and with such restrictions as they think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers.



108. An executive director shall (without prejudice to any claim for damages he may have for breach of any service contract) be subject to the same provisions as to removal and as to vacation of office as the other directors of the company.

If an executive director shall cease to hold the office of director from any cause he shall, ipso facto, and immediately, cease to hold the office or employment under the company then held by him without prejudice as aforesaid.

#### SECRETARY

109. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

110. A provision of the Statutes or these regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in the place of, the secretary.

#### THE SEAL

111. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

#### AUTHENTICATION

112. Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate any documents affecting the constitution of the company (including the memorandum and articles of association) and any resolutions passed by the company or by the board of directors in any books, records, accounts or documents relating to the business of the company, and to certify copies or extracts.

#### DIVIDENDS AND RESERVES

113. Subject as hereinafter provided the company in general meeting may declare dividends in accordance with the respective rights and priorities of the members, but no dividend shall exceed the amount recommended by the directors.

114. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company or pay any preferential dividends which are payable on fixed dates.

115. No dividend shall be paid otherwise than in accordance with the provisions of the Statutes which apply to the company.

116. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

117. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, 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 regulation 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.

118. The directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

119. Any general meeting declaring a dividend or bonus may, upon the recommendation of the directors, direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors and generally may make such arrangements for the allotment, acceptance and sale of such assets or fractional certificates, or any part thereof, as they think fit.

120. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

121. All unclaimed dividends may be invested or otherwise made use of for the benefit of the company until claimed. No dividend shall bear interest against the company.

122. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

## ACCOUNTS

123. The directors shall cause proper accounting records to be kept and the provisions of the Statutes in this regard shall be complied with.

124. Subject to the Statutes, the accounting records shall be kept at the registered office of the company, or, at such other place as the directors think fit, and shall always be open to inspection by the officers of the company.

125. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the company or any of them shall be open to the inspection of members not being officers, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

126. The directors shall from time to time, in accordance with the Statutes, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Statutes.

127. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report and directors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company and to every person registered under regulation 32. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

#### CAPITALISATION OF RESERVES

128. The directors may with the authority of an ordinary resolution of the company:—

- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company (whether or not the same are available for distribution and including profits standing to any reserve) not required for the payment of any fixed preferential dividend or any sum standing to the credit of the company's share premium account or capital redemption reserve fund;
- (b) appropriate the profits or sum resolved to be capitalised to the members in proportion to the nominal amount of ordinary shares (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any ordinary shares held by such members respectively, or in paying up in full unissued shares or debentures of the company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members credited as fully paid;
- (c) resolve that any shares or debentures allotted under this regulation to any member in respect of a holding by him of any partly paid ordinary shares shall, so long as such ordinary shares remain partly paid, rank for dividends or payments of interest only to the extent that such partly paid ordinary shares rank for dividend;
- (d) where any difficulty arises in respect of any such distribution settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights and dispose for the benefit of the company of all or any of the shares or debentures becoming distributable in fractions;
- (e) vest any such shares or debentures in trustees upon such trust for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to them; and
- (f) generally do all acts and things required to give effect to such resolution as aforesaid.

## NOTICES

129. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter is posted.

130. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the shares.

131. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

132. Notice of every general meeting shall be given in any manner hereinbefore authorised to:—

- (a) every member entitled to receive notice of such meeting except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

## WINDING UP

133. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Statutes, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanctions, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## INDEMNITY

134. Subject to the provisions of the Statutes, every director other officer or auditor for the time being of the company shall be indemnified out of the assets of the company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

No 392642



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

OF

BOOKER FITCH FOOD SERVICES LTD.

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(passed 28th May 1991)

At an Extraordinary General Meeting of the Company duly convened and held at Equity House, Irthlingborough Road, Wellingborough, Northants, NN8 1NZ on 28th May 1991 the following resolution was duly passed as a special resolution:

RESOLUTION

THAT the name of the Company be and it is hereby changed as from 1st July 1991 to Snowdon & Bridge Limited.

NW 1/160x4

*A.H. Noble*

A.H. Noble

600145

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 392642

I hereby certify that

BOOKER FITCH FOOD SERVICES LTD.

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

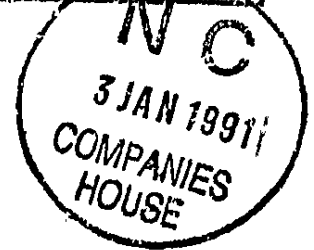
SNOWDON & BRIDGE LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 1 JULY 1991

  
P. DEVAN

an authorised officer

No. 392642



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

OF

BOOKER FOOD SERVICES LIMITED

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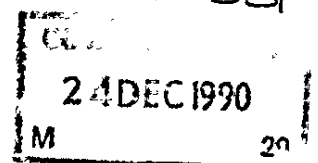
(passed 20th December 1990)

At an Extraordinary General Meeting of the Company duly convened and held at Equity House, Irthlingborough Road, Wellingborough, Northants. NN8 1NZ on 20th December, 1990 the following resolution was duly passed as a special resolution:

RESOLUTION

THAT the name of the Company be and it is hereby changed to Booker Fitch Food Services Ltd.

..... *CHINSE* ..... Barclays £40  
A. H. Noble 016331



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 392642

I hereby certify that

**BOOKER FOOD SERVICES LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**BOOKER FITCH FOOD SERVICES LTD.**

Given under my hand at the Companies Registration Office,

Cardiff the 11 JANUARY 1991

A handwritten signature in cursive script, reading 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer