

Company Number 571334

The Companies Act 1948 to 1981  
and  
The Companies Act 1985 to 1989

COMPANY LIMITED BY SHARES

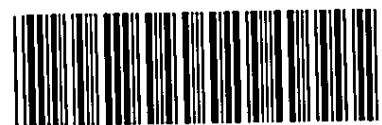
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# **MEMORANDUM AND ARTICLES OF ASSOCIATION**

**PHILIP DENNIS FOODSERVICE LIMITED**

**Incorporated the 10<sup>th</sup> day of September 1956**

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COMPANIES HOUSE

THE COMPANIES ACT 1948 to 1981

and

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

PHILIP DENNIS FOODSERVICE LIMITED

(As altered by Special Resolutions passed on the 7th March 2008, 16<sup>th</sup> day of July, 1982 and the 18<sup>th</sup> day of May 1995)

A handwritten signature in dark ink, possibly reading 'J. J.', is written over a horizontal line. There are 'X' marks on either side of the signature.

WE HERBY CERTIFY that this print incorporates all alterations made to this company's Memorandum Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985

- 1 The Name of the company is "PHILIP DENNIS FOODSERVICE LIMITED"
- 2 The registered Office of the Company will be situated in England
- 3
  - (i) the object of the Company is to carry on business as a general commercial company
  - (ii) without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Companies Act 1989 the Company has the power to do all or any of the following things -
    - (A) To carry on all or any of the businesses of marketing distributing manufacturing packing processing preserving importing exporting wholesaling of and dealing in frozen and other foods and food products of every description (whether raw preserved prepared patent malted cooked or otherwise) and of and in food specialities food beverages foodstuffs and table delicacies of every description constructors operators hirers and letters on hire of and dealers in deep freezers refrigerators and refrigerating plant and machinery and all components and parts thereof, to construct fit up establish maintain and operate refrigerating works and warehouses cold storage chambers ice stores and manufactories for the purpose of making ice and iced goods, to carry on all or any of the businesses of manufacturers of and dealers in canning and packing machinery appliances apparatus and equipment vegetable and fruit and flower growers importers and dealers greengrocers fruiterers market gardeners farmers dairymen bakers butchers corn cereal yeast and flour merchants grocers general provision and produce merchants and dealers commission and general agents dealers in and factors of goods wares merchandise and produce of all kinds brokers factors and warehousemen of raw and manufactured goods general storekeepers advertising printers and railway shipping and forwarding agents and to participate in undertake perform and carry out all kinds of commercial and trading operations and all or any of the operations ordinarily performed by import export and general produce merchants shippers and traders

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the company to become a member of any building society
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person
- (I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, share or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) and company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any in business and whether or not this

Company receives directly or indirectly any consideration or advantage therefrom

- (J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families, and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards to the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid
- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully and partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company

- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner
- (T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members
- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise
- (W) To do all such things as are incidental or conducive to the above objects or any of them

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and as far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company

4 The liability of the Members is limited

5 The Share Capital of the Company is £2,500 divided into 2,500 Ordinary shares of £1 each

6 Any of the Shares in the Capital, whether original or increased, may from time to time be issued with any such guarantee or right of preference, whether in respect of dividend or repayment of Capital, or both, or any such other special privilege or advantage over any Shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other Shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting and generally on such terms as the Company may from time to time by Special Resolution determine, but so that any preferential or special rights attached to issued Shares shall not be affected or interfered with except in manner provided by Regulation 4 of Part 1 of Table A in the First Schedule of the Companies Act, 1948


The Companies Act 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PHILIP DENNIS FOODSERVICE LIMITED

(as adopted by Special Resolution passed on the 7<sup>th</sup> day of March 2008)



WE HERBY CERTIFY that this print  
incorporates all alterations made to  
this company's Articles of Association  
by filed resolutions and is lodged in  
compliance with the requirements of  
the companies Act 1985

## 1 PRELIMINARY

- 1 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (amendment) Regulations 1985 (SI 1985 No 1052) (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- 1 2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- 1 3 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meaning so defined

## 2 SHARE CAPITAL

In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by Special Resolution determine"

## 3 LIEN AND FORFEITURE

- 3 1 The lien conferred by Regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share
- 3 2 In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other monies or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other monies payable in respect of the forfeited shares"

#### 4 ALTERATION OF SHARE CAPITAL

- 4 1 In Regulation 32 of Table A there shall be inserted after the words "the Resolution may" in paragraph (c) the parenthesis "(if it is a Special Resolution)"
- 4 2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted

#### 5 VOTES OF MEMBERS

- 5 1 In Regulation 54 of the Table A there shall be inserted after the second occurrence of the words "every member", the words "present in person or by proxy"
- 5 2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the Resolutions comprised in the business of the meeting for which it is to be used "

#### 6 DISQUALIFICATION OF DIRECTORS

In Regulation 81 of Table A there shall be inserted in paragraph (d) after the words "to the Company" the words "left at the office"

#### 7 DIVIDENDS

In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or to a particular extent"

#### 8 NOTICES

In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted