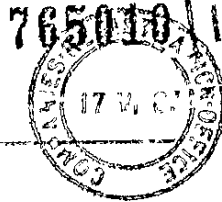
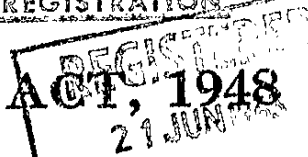


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Form No. 41

THE COMPANIES ACT, 1948



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

LOCKETT PENSION TRUSTEE

LIMITED

Acted by

Layton & Co.

30 Exchange Street East,

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED
COMPANY DEPARTMENT
Liverpool 2.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 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; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 High Street, Glasgow, 5.

3,

EDWARD CHAW RUSSELL

of 30 Exchange Street East in the City of Liverpool

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (*) a Solicitor of the

Supreme Court engaged in the formation

of

Lockett Pension Trustees Limited,

And that all the requirements of the Companies Act, 1948, 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 Liverpool in the County
of Lancaster

the 14th day of June

one thousand nine hundred and sixty-
three

E. S. Russell

Before me,

Philip. B. B. B.

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

No.



Certificate of Incorporation

I HEREBY CERTIFY, that LOCKETT PENSION TRUSTEE
LIMITED is this day Incorporated under the Companies Act, 1948,
and that the Company is LIMITED.

GIVEN under my hand at London this day of
One Thousand Nine Hundred and Sixty-three.

Registrar of Companies.



The Companies Act, 1948.

765010/2



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association



OF

LOCKETT PENSION TRUSTEE LIMITED

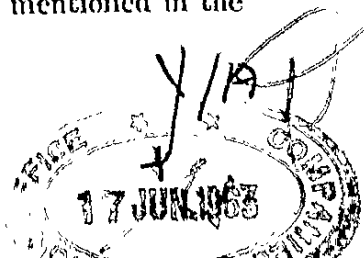
1. The name of the Company is "LOCKETT PENSION TRUSTEE LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are as follows:—

- (A) To undertake and discharge the office of trustee of any superannuation scheme, pension scheme, widows and orphans scheme, provident or pension fund, or other fund, scheme, trust, club or association, and whether contributory or non-contributory, now or at any time hereafter established or carried on solely or primarily for the benefit of employees of Wm. & Jno. Lockett (Wines & Spirits) Limited (or any other company with which Wm. & Jno. Lockett (Wines & Spirits) Limited may for the time being be amalgamated or to which the business of such company may be transferred), or of any subsidiary, associated or holding company of Wm. & Jno. Lockett (Wines & Spirits) Limited or for the wives, widows, children, dependants or connections of any such persons.
- (B) To act in, perform and carry out all the duties, and to exercise all the powers, authorities and discretions of or incidental to or arising out of all trusteeships from time to time held by or vested in the Company.
- (C) To undertake and discharge the office of nominee for the trustees or trustee for the time being of all or any of the schemes, funds, trusts or associations mentioned in the preceding sub-clauses.

765010/2



- (d) To accept and undertake any appointment whether as nominee or trustee either gratuitously or otherwise.
- (e) To subscribe for, purchase or otherwise acquire and to hold, dispose of, and deal in, shares, stocks, securities and obligations (whether fully or partly paid up) of any Government, State, Corporation, company or body whatsoever whether registered, domiciled or carrying on business in the United Kingdom or in any other part of the world, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
- (f) To invest all money in the hands of the Company in or upon such investments, securities or property as may be thought fit.
- (g) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the creation of securities of any kind or description charged upon all or any of the Company's property, and to purchase, redeem or pay off any such securities.
- (h) Generally to acquire and hold and to deal with, sell, exchange or otherwise dispose of, manage, develop and turn to account real and personal property of all kinds whatsoever and any interest therein.
- (i) To procure the Company to be registered or recognised in any country or place, and to obtain any provisional order or Act of Parliament or any enactment, decree, or other legislative or executive act of any State, Government, Kingdom, Colony, Province, Dominion, Sovereign Authority or Public body, supreme, local, municipal or otherwise, for enabling the Company to carry any of its objects into effect or for effecting any alteration or modification of the Company's constitution.
- (j) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise, and either alone or in conjunction or in partnership with others, and either by or through trustees, agents, sub-contractors or otherwise.
- (k) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member

for payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One pound.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Richard Jeffrey Lockett.
The Lodge, Halpda, Cheshire.
Merchant.

Kenneth Manlyffe Goodbody
The Hermitage, Nod's Lane, Hoxley, Cheshire
Merchant

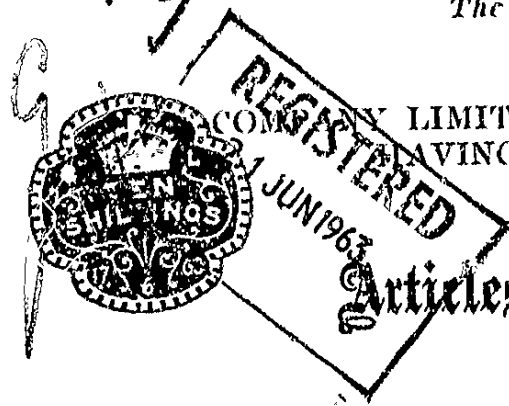
Dated this *14th* day of *June*, 1968.

Witness to the above Signatures—

E. Russell
Solicitor,
Liverpool.

765010 / 3

The Companies Act, 1948.



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

Articles of Association

OF

LOCKETT PENSION TRUSTEE LIMITED

GENERAL.

1. In these presents the word standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—

WORDS	MEANINGS
The Act ...	The Companies Act, 1948.
The Statutes ...	The Act and all statutory modifications and re-enactments of the Act, or of any of them for the time being in force.
These Presents ...	These Articles of Association, and the regulations of the Company from time to time in force.
The Company ...	The above-named Company.
Office ...	The Registered Office of the Company.
Seal ...	The Common Seal of the Company.

Subject as aforesaid, any words or expressions defined in the Act, shall if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of the members with which the Company proposes to be registered is four, but subject as hereinafter provided, the Directors may from time to time increase the number of members and, where necessary, register such increase.

3. The Company shall be a Private Company within the meaning of the Act, and accordingly the following provisions shall have effect, namely:—

- (A) The Company shall not offer any of its shares or debentures to the public for subscription.

(b) The number of members of the Company shall not at any time exceed fifty.

(c) The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of shares.

4. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.

5. No person other than the said subscribers shall become a member until he has signed an application in the following form:—

“LOCKETT PENSION TRUSTEE LIMITED.

“I,

“of

“desire to be admitted to membership of the Company, and

“request you to enter my name in the Register of Members

“accordingly, subject to the Memorandum and Articles of

“Association of the Company.

“Dated this day of , 19 .”

6. (a) Any member may at any time withdraw from the Company by giving three months' notice in writing of his intention so to do and upon the expiration of such notice he shall cease to be a member.

(b) The Directors may at any time by notice in writing served as hereinafter provided require a member (including a Director) to withdraw from the Company and the person so required to withdraw shall at the expiration of one month from such notice cease to be a member.

7. The rights of members as such shall be personal and shall not be transferable and shall cease upon death.

GENERAL MEETINGS.

8. 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.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. 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 Section 132 of the Act.

NOTICE OF GENERAL MEETINGS.

11. 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 case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned to such members of the Company as are, under the provisions of these presents, entitled to receive 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 Article 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 representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

12. 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.

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and Balance Sheet, and the reports of the Directors and of the Auditors, and the appointment of and the fixing of the remuneration of the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be three members personally present.

15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 shall determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

16. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of any adjournment, or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

17. The Chairman (if any) of the Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Directors present shall elect one of their number to be Chairman of the meeting. If no Director is willing to act as Chairman, or if no Director is present, the members present shall choose one of their number to be Chairman of the meeting.

18. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least two members present in person and entitled to vote or by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

19. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

21. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

22. The demand for a poll shall not prevent the continuance of a meeting and any business other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

VOTES OF MEMBERS.

23. Every member shall have one vote.

24. Save as herein expressly provided, no person other than a member duly registered, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting.

25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. Except in the case of a corporation no person shall act as a proxy who is not entitled to be present and vote in his own right. A corporation may vote by its duly authorised representative as provided by Section 139 of the Act.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, or under the hand of some officer duly authorised in that behalf.

27. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office at least twenty-four hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

29. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

"LOCKETT PENSION TRUSTEE LIMITED.

"I,

"of

a member of

"LOCKETT PENSION TRUSTEE LIMITED and entitled to

"vote, hereby appoint

"of

"another member of the Company, and failing him,

"of

"another member of the Company, to vote for me and

"on my behalf at the [Annual or Extraordinary as the
"case may be] General Meeting of the Company, to be

"held on the day of , and at

"every adjournment thereof.

"As witness my hand this day of , 19 ."

30. Subject to the provisions of the Act, any resolution in writing, signed by all the members for the time being of the Company, either personally or by any duly authorised agent, shall be as valid and effectual as an Ordinary Resolution passed at a General Meeting of the Company duly convened and held. Such resolution may consist of several documents to the like effect each signed by or by a duly authorised agent of one or more members of the Company.

DIRECTORS.

31. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than three nor more than nine. The first Directors of the Company shall be—Richard Jeffery Lockett, C.B.E., Kenneth Manliffe Goodbody, O.B.E. and George Glyn Owens.

32. (A) A Director may be appointed at any time by the Company in General Meeting.

(B) Wm. & Jno. Lockett (Wines & Spirits) Limited (in this Article called "Lockett") may so long as it shall be a member of the Company at any time and from time to time appoint any person to be a Director of the Company and may remove from office any Director for the time being (whether appointed by Lockett or not).

(C) Any appointment or removal under the provisions of the preceding sub-clause shall be in writing served on the Company and either under the seal of Lockett or signed on behalf of Lockett by a Director of Lockett.

POWERS AND DUTIES OF DIRECTORS.

33. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulation

of these presents, to the provisions of the Act, and to such regulations (not being inconsistent with the afore-said regulations or provisions) as may be prescribed by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

34. With the unanimous prior sanction of the Board of Directors which may be made subject to such conditions as to duration or otherwise as the Board may think fit, any Director may nominate any person approved for that purpose by a unanimous vote of the other Directors, to act as alternate Director in his place at all or any meeting of the Directors at which he shall not be present, and on such appointment being made the alternate Director shall be subject in all respects to the terms and conditions applying to the other Directors of the Company. Each alternate Director whilst acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents. In the event of an alternate Director resigning his office during the absence or inability to act of the Director he represents the vacancy so arising shall be filled by such last mentioned Director subject to the approval of the Board. The appointment of an alternate Director shall be cancelled and the alternate Director shall cease to hold office whenever the Director who appointed him shall cease to be a Director or shall give notice in writing to the Secretary of the Company that the alternate Director representing him shall have ceased to be his representative.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies 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.

PROCEEDINGS OF THE DIRECTORS.

36. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. 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.

37. On the request of any Director, the Secretary shall at any time summon a meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

38. The Directors shall from time to time elect a Chairman who shall preside at all meetings of the Directors at which he shall be present, and may determine for what period he is to hold office, but

if no such Chairman be elected, or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding a meeting, the Directors present shall choose some one of their number to be Chairman of the meeting.

39. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally, and a resolution passed at such a meeting shall be deemed to be a resolution of the Company's Board of Directors and shall be valid and effectual in all respects.

40. The Directors shall have power at any time and from time to time to fill any casual vacancy occurring in the Board of Directors.

RESOLUTIONS OF DIRECTORS.

41. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as a resolution passed at a duly convened and constituted meeting of the Board of Directors. Any such resolution may consist of several documents to the like effect each signed by one or more of the Directors.

CONTRACTS BY DIRECTORS.

42. Any Director may enter into contracts or arrangements or have 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 such contract, arrangement or dealing to which he is a party or in which he is interested, provided that such Director discloses to the Board at or before the time when such contract, arrangement or other dealing is determined upon his interest therein, or that the Board is of its own knowledge generally aware of such Director's interest, or if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. A Director may vote in respect of any contract, arrangement or dealing in which he is interested.

43. The office of a Director shall *ipso facto* be vacated by any Director:—

- (i) If he becomes of unsound mind; becomes bankrupt or compounds with his creditors.
- (ii) If by notice in writing to the Company he resigns his office.
- (iii) If the Company in General Meeting remove him.

44. No Director shall be entitled to any remuneration for his services.

45. All acts *bona fide* done at any meeting of the Directors or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

46. The Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company and of the Directors and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

SEAL.

47. The Directors shall provide for the safe custody of the Seal, and every instrument to which the Seal of the Company is affixed shall be signed either by two Directors or by one Director and the Secretary.

SECRETARY.

48. The first Secretary of the Company shall be appointed by the first Directors. The Directors may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall while so acting be deemed for all purposes to be the Secretary of the Company.

ACCOUNTS.

49. The Directors shall cause proper books of account to be kept with respect to:—

- (A) The assets and liabilities of the Company;
- (B) The sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
- (C) All other transactions carried out by the Company.

50. The books of account shall be kept at the office, or subject to Section 147 (3) of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of any Director.

51. The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of members at all reasonable times during business hours.

AUDIT.

52. Once at least in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet and the Accounts to be annexed thereto, shall be ascertained by one or more properly qualified Auditor or Auditors.

53. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

NOTICES.

54. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members.

55. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

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

INDEMNITY.

57. 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 which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director 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 Statutes for the time being in force.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Richard Jeffrey Lockett
The Lodge, Lalfar, Cheshire.
Merchant.

Kenneth Mauliffe Goodbody
The Hermitage, Northwich, Cheshire.
Merchant

Dated this 14th day of June, 1963.

Witness to the above Signatures—

E. S. Russell,
Solicitor,
Liverpool.

C. 173

DUPLICATE FOR THE FILE.

No. 765010



Certificate of Incorporation

I Hereby Certify that

LOCKETT PENSION TRUSTEE LIMITED

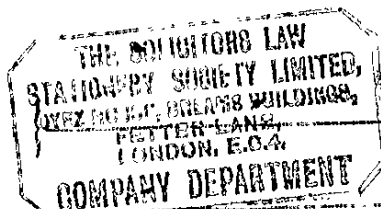
is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this TWENTY-FIRST DAY OF JUNE
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by



Date

21 JUN 1963

Heath