

Company No 1050087

*Certified  
true copy*

*Amended*

*11.12.06*

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES  
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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

[as adopted by Special Resolution passed the 24 October 2000]

of

*CEVA SHAWFREIGHT*  
~~REPUBLICS 2000~~ LIMITED

*Q*

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Incorporated on the 14 APRIL 1972  
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COMPANY LIMITED BY SHARES.

Confirmed  
line 57  
Hurd  
11/12/11

# Memorandum of Association

OF

CEVA SHOWFREIGHT  
~~RUDDICKS 2000~~ LIMITED

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1. The name of the Company is ~~RUDDICKS 2000~~ <sup>CEVA SHOWFREIGHT</sup> LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (A) (1) To carry on business as haulage contractors, lightermen, and carriers of passengers and goods; railway, shipping, chartering, forwarding and transport agents; stevedors, wharfingers, carmen, carting contractors and agents, cargo superintendents, packers, hauliers, confectionery haulage specialists, warehousemen, engineers, electricians, woodworkers, motor car, cab, omnibus, and coach proprietors, boat owners, amusement caterers, refreshment caterers, garage proprietors and job masters and to carry on business as builders' and decorators' merchants, builders, painters, decorators, french polishers, plumbers, metal and alloy workers, engineers, electricians, sanitary engineers, demolition contractors, joiners, furniture makers, coal, coke and fuel merchants, carriers, garage proprietors, ironmongers and hardware dealers, storage contractors and shop, office and house furnishers.
  - (2) To carry on the business of van hire and motor coach services, motor mechanics, motor engineers and car lorry and vehicle repairers and body builders.

The original name of the Company was Sayer & Co. (Transport - North West) Limited which was changed to Ruddicks 2000 Limited with effect from 25<sup>th</sup> May 2000

and which was changed to CEVA Showfreight Ltd. with effect from 11 December 2006

- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) 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 declared that the foregoing sub-clauses shall be construed independently of each other 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 £ 100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

WE, the several persons whose names and addresses 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
IAN KEITH TERENCE SAYER Brook Cottage, High Street, Stanwell, Middlesex.  COMPANY DIRECTOR	EIGHTY
PETER MALACHY LAVERTY 1, Hillside, Egham Hill, Egham, Surrey.  COMPANY DIRECTOR	TWENTY

DATED the 2nd day of March, 19 72.

WITNESS to the above signatures :

O. S. AXTEN

29, Minsterley Avenue,  
SHEPPERTON, MIDDLESEX.

BANK OFFICIAL

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CEVA SHOWFREIGHT  
~~REDDOCKS 2000~~ LIMITED

[as adopted by Special Resolution passed the 24 October 2000]

PRELIMINARY

1. The Company is a private company and the following articles and (unless and to the extent that they are excluded or modified by, or are inconsistent with, these articles) the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 ("Table A") shall constitute the articles of association of the Company.
2. References in these articles to numbered regulations shall, unless the context requires otherwise, be deemed to be references to regulations in Table A. Regulations 8, 24, 73 to 80 (inclusive), 87, 94 to 97 (inclusive) and 101 of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable on it or accruing to it or in respect of it.

SHARES

4. The Authorised Share Capital of the Company at the date of the adoption of these Articles of Association is £10,000 divided into 9,900 Ordinary Shares and 100 Deferred Shares of £1 each.
5. The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years, from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. This authority may, at any time (subject to the said section 80), be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

6. Subject to the provisions of these articles and the Companies Act 1985, the directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of section 89(1) and section 90 of the Companies Act 1985 shall not apply to the allotment of any shares in the Company.
7. The Company in general meeting may give the directors any authority required under section 80 of the Companies Act 1985 in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions; provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.

### **TRANSFER OF SHARES**

8. The directors may, in their absolute discretion and without giving any reason for so doing, refuse to register any transfer of any share, whether or not it is a fully paid share.

### **PURCHASE OF OWN SHARES**

9. Regulation 35 shall be modified by deleting the words "otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares" and substituting instead the words "whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise".

### **GENERAL MEETINGS**

10. In regulation 41 the words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added after the words "directors may determine".
11. A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 shall be modified accordingly and paragraphs (c) and (d) of that regulation shall not apply.

### **DIRECTORS**

12. The minimum number of directors shall be one and, whilst there is only one director, he shall constitute a quorum for all directors' meetings. Regulations 64 and 89 shall be modified accordingly.
13. A director (including an alternate director) is not required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
14. Any director (or his alternate) may validly participate in a meeting of directors or of a committee of directors through the medium of a conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall, accordingly, be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group



of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

15. A director (including an alternate director) who has disclosed his interest may vote as a director in regard to any contract or arrangement in which he has, directly or indirectly, an interest or on any matter arising out of any such contract or arrangement, and if he does so vote, his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.
16. Any director who, at the request of the board of directors, performs special or extraordinary services on behalf of the Company, or who goes to or resides in any place other than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the directors may determine.
17. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and uncalled capital and, subject to the provisions of the Act, to issue debentures, debenture stock and other securities, either outright or as security for any debts, liability or obligation of the Company or of any third party.
18. 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 additional director.
19. A member or members holding a majority in nominal amount of the issued 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 to fill a casual vacancy or as an addition to the existing directors and to remove from office any director howsoever appointed. Every such appointment or removal shall be in writing and signed by or on behalf of the member or members making the same and shall take effect on delivery at the registered office of the Company.
20. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors and, without prejudice to the provisions of the Act, may at any time remove a director from office provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.
21. No director shall be required to vacate his office as a director and no person shall be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy.
22. The last sentence of regulation 84 shall not apply.

#### **DIRECTORS' GRATUITIES AND PENSIONS**

23. The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, including a director or former director of the Company, and the

Company may make payments towards insurance or trusts for such purposes in respect of any such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

#### **INFORMATION**

24. Any member of the Company, if asked by the directors, must give all information in his possession or power (supported, if required by the directors, by a statutory declaration) relating to or which, in the opinion of the directors, might relate to the status of the Company as a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment of it. If a member fails to comply with any such request by the directors to the satisfaction of the directors within a period of three months from the date of any such request, no dividends declared on any shares in the Company held by him shall be paid to such member until he has complied, but all such dividends shall, in the meantime, be retained by the Company without any liability to pay interest in respect of them.

#### **THE SEAL**

25. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed or which is intended to take effect as if executed under the seal and, unless otherwise so determined, any such instrument may be signed by any director and the secretary, or by any two directors.

#### **NOTICES**

26. Any notice required by these articles to be given by the Company other than notice of a general meeting may be given by facsimile transmission and regulations 111 and 112 shall be modified accordingly.
27. If any notice is sent by post, regulation 115 shall apply. In proving the giving of notice by facsimile transmission, it shall be sufficient to prove that the notice was received by production of a copy fax bearing the addressee's answerback code or automatic record of correct transmission.

#### **INSURANCE**

28. The directors may exercise all the powers of the Company to purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the directors may decide for the directors or any of them and any other officer (including former directors and other officers) or auditor of the Company against liability for negligence or default, breach of duty or breach of trust or any other liability in relation to the affairs of the Company which may be lawfully insured against.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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IAN KEITH TERENCE SAYER

BROOK COTTAGE, HIGH STREET

STANWELL

MIDDLESEX

COMPANY DIRECTOR

PETER MALACHY LAVERTY

1 HILLSIDE, EGHAM HILL

EGHAM

SURREY

COMPANY DIRECTOR

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Dated: 2 MARCH 1972

Witness to the above signatures:

O S AXTEN

29 MINSTERLEY AVENUE

SHEPPERTON MIDDLESEX

BANK OFFICIAL

I, Mr J T Yates, being Chairman of the General Meeting of RUDDICKS 2000 LIMITED held on 24 October 2000 HEREBY CERTIFY that this page and the preceding 4 pages, all initialled by me for the purposes of identification, constitute a true copy of the Articles of Association of the said Company adopted by Special Resolution passed at the said meeting.

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Mr J T Yates  
Chairman