

1220328 / 1

form No. 41

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Declaration of  
**compliance with the requirements  
of the Companies Act 1948  
on application for  
registration of a company**  
pursuant to section 15 (2) of the Companies Act 1948

I, **CHARLES GEORGE STEPHEN SMITH**

of **15 PEMBROKE ROAD  
BRISTOL BS99 7DX**

\*Date\* that which  
does not apply

DO SOLEMNLY & SINCERELY DECLARE that I am :—

\*a Solicitor of the Supreme Court engaged in the formation

\*~~a person NAMED IN THE ARTICLES of Association as a Director/Secretary~~

of **ROY'S COOKED MEATS**

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 **3 RICHMOND HILL**

**BRISTOL BS8 1AY**

the **9th** day of **June** 19 **75**

before me

A Commissioner for Oaths (or Notary Public or Justice of the Peace)

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

**Jordan & Sons Limited**  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010

Presented by

Presenter's Reference



No. of Company **1220328 12**

Form PUC 1  
(Capital duty payable, but  
no registration fee)

**STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED WITH  
LIMITED LIABILITY UNDER THE COMPANIES ACT 1948**

*Pursuant to Part V, Finance Act 1973*

Name of Company **Jordan & Sons Limited**

A Nominal capital (i)

**£50,000 divided into  
one pound**

B Nominal value of each share

**£1**

C Number and description of shares  
taken on incorporation (i)

**7,500 SUBSIDIARY  
SHARES**

D Total amount payable on each (ii)  
(including premium if any)

**Nil**

E Amount paid or due and payable on each (ii)

**Nil**

F Total amount paid or due and payable in respect of C

**£ Nil**

G Capital duty payable on F at £1 per £100 or part of £100

**£ Nil**

I hereby certify that the above particulars are correct in all respects.

Signed **J. R. Phillips**

Description **Director**

Date **19. 5. 75**

(i) Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

(ii) If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

Note: This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

Presented by:

**Jordan & Sons Ltd  
28 Brunswick Place  
London N1 6EE**

Presenter's reference:

**25418-11**

For official use only:

**Jordan & Sons  
Limited**

Jordan House  
47 Brunswick Place  
London N1 6EE

Telephone 01-253 3030  
Telex 261010

**59202**

V1709

Margin reserved for binding

Nc 10399/3

1220328/3

250

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ROY'S COOKED MEATS LIMITED

10 JUL 1975

ROY'S COOKED MEATS LIMITED

1. The name of the Company is "ROY'S COOKED MEATS 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 carry on all or any of the businesses of meat salesmen, manufacturers, processors and dealers in cooked meats, preserved meats, packed meats, potted meats, and table delicacies and foodstuffs and food products of every description, bacon curers, family and general butchers, general provision merchants, fellmongers, tanners and dealers in hides, skins, fat, tallow, grease, offal, and other animal products or by-products, refrigerating and cold storage proprietors, general produce merchants, refreshment caterers, restaurant and cafe keepers, luncheon, tea, supper, refreshment room, hotel and boarding house proprietors, licensed victuallers, grocers, bakers, pastrycooks, confectioners and dealers in provisions and comestibles of all kinds; and to buy, sell, import, export, deal and trade in all kinds of meat, pigs, cattle, sheep, poultry, game and other live and dead stock, and in any commodities, articles, goods, things and sundries which may be required for the purposes of any of the said businesses, or are commonly supplied or dealt in by persons engaged therein, or which may seem capable of being profitably dealt with in connection with any of such businesses, or be likely to be required by any of the customers of or persons having dealings with the Company.



59202

(b) To carry on any other business 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.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry 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.

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

(m) 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 the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) 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.

(o) 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 other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) 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 or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to 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 or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) 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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.

(s) 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.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £50,000 divided into 50,000 Shares of £1 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
<p>John Roy Phillips. 39, Brookfield, Tallwydd, Neath Abbey, Neath. West Glamorgan. Cooked Meats Dept.</p>	ONE.
<p>Elizabeth Allen's Phillips, 39, Brookfield, Tallwydd, Neath Abbey, Neath, West Glamorgan. Munaghan</p>	ONE

Dated 18 - 5 - 1975

Witness to the above signatures: -

*[Handwritten signatures]*  
*[Handwritten signatures]*  
*[Handwritten signatures]*



THE COMPANIES ACTS 1948 to 1967

220328/4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ROY'S COOKED MEATS LIMITED

#### PRELIMINARY

1. The regulations contained or incorporated in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded and varied) and the Articles hereinafter contained shall be the regulations of the Company.

#### FIRST DIRECTORS

2. (a) Clause 75 in Part I of Table A shall not apply to the Company.

(b) Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than eight. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

(c) The following persons shall be the first Directors of the Company: John Roy Phillips and Elizabeth Alberta Phillips and each of them shall be a Permanent Director of the Company.

(d) A Permanent Director shall, subject to the provisions of Clause 88 in Part I of Table A, be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

(e) If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

## SHARES

3. 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.
4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.
5. Clause 15 in Part I of Table A shall be read and construed as if there were omitted from such Clause the words "provided that no Call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding Call".
6. A transfer of a fully paid Share need not be executed by or on behalf of the transferee; and Clause 22 in Part I of Table A shall be modified accordingly.

## GENERAL MEETINGS AND RESOLUTIONS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.
8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".
9. A resolution in writing pursuant to Clause 5 in Part II of Table A may consist of two or more documents in like form each signed by one or more of the Members in such Clause referred to; and the said Clause 5 shall be modified accordingly.

## DIRECTORS

10. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then attained the age of 70, and no special notice need be given of any

resolution for the re-appointment or appointment, or approval of the appointment of a Director at any age, and it shall not be necessary to give the Members notice of the age of any Director or person proposed to be so re-appointed or appointed; and Sub-Sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company.

11. A Director may at any time appoint any other person (whether a Director or Member of the Company or not) to act as Alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and of these presents with regard to Directors. An Alternate Director shall be entitled to receive notices of all Meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be a Director: Provided that if a Director retires by rotation and is re-elected by the Meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. Where a Director who has been appointed to be an Alternate Director is present at a Meeting of the Board in the absence of his appointer such Alternate Director shall have one vote in addition to his vote as Director. Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. 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 portion of the last-mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

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

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3 (q) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Part I of Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Part I of Table A shall be modified accordingly.

15. A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to: and the said Clause 106 shall be modified accordingly.

#### BORROWING POWERS

16. (a) 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 security for any debt, liability or obligation of the Company or of any third party.

(b) Clause 79 in Part I of Table A shall not apply to the Company.

#### ACCOUNTS

17. In Clause 126 in Part I of Table A after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967".

#### INDEMNITY

18. (a) 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 Companies Act 1948, 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 Section 205 of the Companies Act 1948.

(b) Clause 136 in Part I of Table A shall not apply to the Company.

---

Names. addresses and descriptions of Subscribers

---

John Roy Phillips,  
39, Brookfield,  
Tallwydd,  
Neath Abbey,  
Neath, West Glamorgan

Elizabeth Alberta Phillips,  
39, Brookfield,  
Tallwydd,  
Neath Abbey,  
Neath, West Glam.

---

Dated 18-5-1975

Witness to the above signatures: -

Wm. J. Jones

28 Highgate Lane

Neath, Glamorgan.



## CERTIFICATE OF INCORPORATION

No. 1227328

I hereby certify that

**ROY'S COOKED MEATS LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 23RD JULY 1975

A handwritten signature in cursive script, appearing to read 'R. W. Westley'.

R. W. WESTLEY

~~Registrar of Companies~~ Registrar of Companies

Company No. 1220328

27  
THE COMPANIES ACTS 1985

\_\_\_\_\_  
COMPANY LIMITED BY SHARES

\_\_\_\_\_  
SPECIAL RESOLUTION

of

ROY'S COOKED MEATS LIMITED

\_\_\_\_\_  
Passed 2nd October 1985

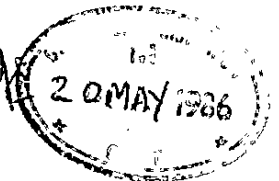
At an Extraordinary General Meeting of the above named Company,  
duly convened and held on 2nd October 1985 at the Registered  
Office of the Company, the sub-joined Special Resolution was  
duly passed, viz:

R E S O L U T I O N

That the Authorised Share Capital of the Company be increased  
to £500,000 by the creation of an additional £450,000. Ordinary  
Shares of £1 each, to rank pari passu as regards dividends and in  
all other respects with the existing shares of the Company.

*J. R. Phillips*  
J R Phillips

Director



*10/10/85*

**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

1218

1220328

Name of company

\* R. OY'S COOKED MEATS LIMITED

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 2nd October 1985 the nominal capital of the company has been  
increased by £ 450,000 beyond the registered capital of £ 50,000.

5 the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.5

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

to rank pari passu with existing shares

Please tick here if  
continued overleaf☐† delete as  
appropriate

Signed

A.R. Phillips

[Director][Secretary]† Date 2.10.85

Presenator's name address and  
reference (if any):For official Use  
General Section

Post room

20 MAY 1986



Company No, 1220328

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THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ROY'S COOKED MEATS LIMITED

Passed 2nd October 1985

At an Extraordinary General Meeting of the above named Company, duly convened and held at the Registered Office of the Company on 2nd October 1985 the following sub-joined Special Resolution was duly passed viz:

R E S O L U T I O N

That there be capitalised out of the existing reserves of the Company, sufficient monies to issue 44,242 shares of £1 each fully paid to the existing shareholders in proportion to their holdings as registered at 30th September 1985.

J. R. Phillips

J R Phillips

Director

20

# G

COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not  
write in this  
margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

1220328

Name of company

* ROY'S COOKED MEATS LIMITED
------------------------------

\* Insert full name  
of company

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

**Note**  
Please read notes  
1 to 5 overleaf  
before completing  
this form

Day Month

3	1	1	2
---	---	---	---

† delete as  
appropriate

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

Day Month Year

3	1	1	2	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and  
complete as  
appropriate

The company is a [subsidiary][holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed

*[Signature]*

~~[Director]~~ [Secretary]† Date

10/8/87

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

The Secretary  
c/o

CLIFFORD'S DAIRIES plc  
WESTERN ROAD,  
BRACKNELL, BERKS. RG12 1QA

For official Use  
General Section

Post room

*Post 10/8/87 10.00 AM*  
*10/8/87*  
*W. J. B. B.*  
*as per company*  
*only evidence*  
*SG 6/8/87*  
*24/8/87*

# KPMG Peat Marwick McLintock

Grove House  
Grove Place  
Swansea SA1 6DE

Telephone (0792) 456658  
Telex 42501 PMMSWA G  
Telefax (0792) 456669 (Groups 2/3)

Your ref

Our ref AJW/JE

The Directors,  
Roy's Cooked Meats Limited,  
The Hollies,  
Duffryn Church,  
Bryncoch,  
NEATH,  
West Glamorgan,  
SA11 3BB

10th August, 1987

Gentlemen,

We hereby tender our resignation as auditors of the company.

In accordance with Section 390(2)(a) of the Companies Act 1985 we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

*Peat Marwick McLintock*

No. 1220328

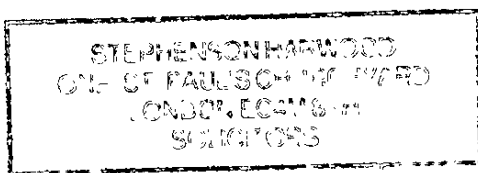
ROY'S COOKED MEATS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held on  
5th August 1987 the following Resolution was passed as a Special  
Resolution:

RESOLUTION

That Article 2 in the Company's Articles of Association be and is  
hereby amended by the deletion therefrom of the existing paragraphs  
(c), (d) and (e).

*G. K. Webb*  
Secretary



THE COMPANIES ACTS 1940 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ROY'S COOKED MEATS LIMITED

1. The name of the Company is "ROY'S COOKED MEATS 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 carry on all or any of the businesses of meat salesmen, manufacturers, processors and dealers in cooked meats, preserved meats, packed meats, potted meats, and table delicacies and foodstuffs and food products of every description, bacon curers, family and general butchers, general provision merchants, fellmongers, tanners and dealers in hides, skins, fat, tallow, grease, offal, and other animal products or by-products, refrigerating and cold storage proprietors, general produce merchants, refreshment caterers, restaurant and cafe keepers, luncheon, tea, supper, refreshment room, hotel and boarding house proprietors, licensed victuallers, grocers, bakers, pastrycooks, confectioners and dealers in provisions and comestibles of all kinds; and to buy, sell, import, export, deal and trade in all kinds of meat, pigs, cattle, sheep, poultry, game and other live and dead stock, and in any commodities, articles, goods, things and sundries which may be required for the purposes of any of the said businesses, or are commonly supplied or dealt in by persons engaged therein, or which may seem capable of being profitably dealt with in connection with any of such businesses, or be likely to be required by any of the customers of or persons having dealings with the Company.

STEPHENSON HARWOOD  
ONE, ST PAUL'S CHURCH YARD  
LONDON EC4A 3DF  
SOLICITORS

15 SEP 1987

(b) To carry on any other business 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.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry 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.

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

(m) 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 the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the business and operations of any company in which the Company holds any such interest.

(n) 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.

(o) 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 other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) 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 or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to 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 or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) 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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.

(s) 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.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.



(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £500,000 divided into 500,000 Shares of £1 each.

Note: By a Resolution passed on 2nd October 1985 the capital of the Company was increased from £50,000 to £500,000.

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
John Roy Phillips, 39, Brookfield, Neath Abbey, Neath. West Glamorgan.	One
Elizabeth Alberta Phillips, 39, Brookfield, Neath Abbey, Neath. West Glamorgan.	One

Dated this 18th day of May, 1975.

Witness to the above signatures:-

Douglas John Hill,  
28, Highpool Lane,  
Newton,  
Swansea. SA3 4TX.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ROY'S COOKED MEATS LIMITED

(As amended by a Special Resolution passed on 5th August 1987)

PRELIMINARY

1. The regulations contained or incorporated in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded and varied) and the Articles hereinafter contained shall be the regulations of the Company.

FIRST DIRECTORS

2. (a) Clause 75 in Part I of Table A shall not apply to the Company.

(b) Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than eight. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

## SHARES

3. 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.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

5. Clause 15 in Part I of Table A shall be read and construed as if there were omitted from such Clause the words "provided that no Call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding Call".

6. A transfer of a fully paid Share need not be executed by or on behalf of the transferee; and Clause 22 in Part I of Table A shall be modified accordingly.

## GENERAL MEETINGS AND RESOLUTIONS

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

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

9. A resolution in writing pursuant to Clause 5 in Part II of Table A may consist of two or more documents in like form each signed by one or more of the Members in such Clause referred to; and the said Clause 5 shall be modified accordingly.

## DIRECTORS

10. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then attained the age of 70, and no special notice need be given of any

resolution for the re-appointment or appointment, or approval of the appointment of a Director at any age, and it shall not be necessary to give the Members notice of the age of any Director or person proposed to be so re-appointed or appointed; and Sub-Sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company.

11. A Director may at any time appoint any other person (whether a Director or Member of the Company or not) to act as Alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and of these presents with regard to Directors. An Alternate Director shall be entitled to receive notices of all Meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be a Director: Provided that if a Director retires by rotation and is re-elected by the Meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. Where a Director who has been appointed to be an Alternate Director is present at a Meeting of the Board in the absence of his appointer such Alternate Director shall have one vote in addition to his vote as Director. Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. 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 portion of the last-mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

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

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3 (q) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Part I of Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Part I of Table A shall be modified accordingly.

15. A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to: and the said Clause 106 shall be modified accordingly.

#### BORROWING POWERS

16. (a) 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 security for any debt, liability or obligation of the Company or of any third party.

(b) Clause 79 in Part I of Table A shall not apply to the Company.

#### ACCOUNTS

17. In Clause 126 in Part I of Table A after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967".

#### INDEMNITY

18. (a) 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 Companies Act 1948, 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 Section 205 of the Companies Act 1948.

(b) Clause 136 in Part I of Table A shall not apply to the Company.

---

Names, addresses and descriptions of Subscribers

---

John Roy Phillips,

39, Brookfield,

Neath Abbey,

Neath

West Glamorgan.

Elizabeth Alberta Phillips,

39, Brookfield,

Neath Abbey,

Neath.

West Glamorgan.

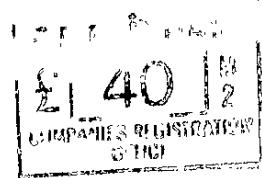
---

Dated this 18th day of May, 1975.

Witness to the above signatures:-

Douglas John Hill,  
28, Highpool Lane,  
Newton,  
Swansea. SA3 4TX.

No. 12203 18



ROY'S COOKED MEATS LIMITED

At an extraordinary general meeting of Roy's Cooked Meats Limited held on 11 October 1988 the following resolution was passed as a special resolution:-

SPECIAL RESOLUTION

That the name of the Company be changed to  
Roy's Quality Foods Limited.

A handwritten signature in ink, appearing to read 'J. Clifford'.

J. CLIFFORD  
Chairman

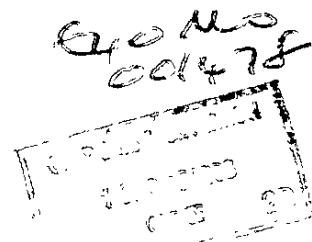
Certified a true copy.

for ROY'S COOKED MEATS LIMITED

A handwritten signature in ink, appearing to read 'G. Muir'.

Secretary

11.10.88





FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1220328

I hereby certify that

**ROY'S COOKED MEATS LIMITED**

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

**ROY'S QUALITY FOODS LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff this 1 DECEMBER 1988

*S.R. Lewis*  
S.R. LEWIS

an authorised officer

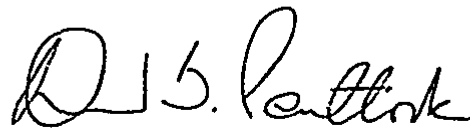
No. 220328

**ROY'S QUALITY FOODS LIMITED**

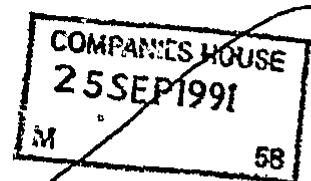
At an EXTRAORDINARY GENERAL MEETING of Roy's Quality Foods Limited held on 24 September 1991 the following Resolution was passed as a Special Resolution:

**SPECIAL RESOLUTION**

That the maximum number of directors of the Company as detailed in Article 2(b) of the Company's Articles of Association be and is hereby increased from eight to ten.



D. J. PORTLOCK  
Chairman



Company No: 1220328

THE COMPANIES ACTS 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ROY'S QUALITY FOODS LIMITED

---

At an Extraordinary General Meeting of the Company duly convened and held on 7<sup>th</sup> September 1993 the following resolution was passed as a Special Resolution:

"THAT the regulations set forth in the printed document produced to this Meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing articles thereof".

  
Chairman



*P. A. / Henri Jones*

The Companies Acts, 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROY'S QUALITY FOODS LIMITED

## PRELIMINARY

- 1 The regulations contained in Table A as prescribed at the date of the adoption of these Articles pursuant to clause 8 of the Companies Act, 1985, (hereinafter referred to as "Table A") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company and Regulation 1 of Table A shall apply to the construction of these Articles.

### SHARE CAPITAL

- 2 The Authorised Share Capital of the Company at the date of adoption of these Articles is £500,000 divided into 500,000 Ordinary Shares of £1 each.
- 3 All unissued shares in the Company shall before issue be offered to Unigate PLC and subject thereto, to Section 80 of the Companies Act 1985 and to any resolution of the Company in General Meeting, shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper. Sub-sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall not apply.
- 4 The Directors are by this Article generally and unconditionally authorised, subject to Article 3, in accordance with Section 80 of the Companies Act 1985 to exercise for a period of five years from the date of the adoption of these Articles (or thereafter in pursuance of such offer or agreement as is hereinafter referred to) all the powers of the Company to allot relevant securities and for this purpose the maximum nominal amount of relevant securities that may be the subject of allotment under such authority shall be the amount by which the nominal amount of the Authorised Share Capital of the Company exceeds the nominal amount of the Issued Share Capital of the Company at the date of adoption of these Articles and during the said period of five years the Company and its Directors may make offers or agreements which would or might require relevant securities to be allotted after the expiry of such period and so that words and expressions defined in or for the purpose of the said Section shall bear the same meaning in this Article.

### TRANSFER OF SHARES

- 5 The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not). Regulations 24 and 27 of Table A shall not apply to the Company.

### PROCEEDINGS AT GENERAL MEETINGS

- 6 The Chairman of the meeting shall not have any casting vote. Clause 50 of Table A shall not apply to the Company.
- 7 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 8 A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form, each signed by one or more persons. In the case of a member being a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

### DIRECTORS

- 9 Unigate PLC shall at any time and from time to time be entitled to appoint any person to be a Director of the Company, to remove any Director from office and to appoint another in the place of any person who shall have ceased to be a Director for any cause. Any such appointment or removal shall be in writing signed on behalf of Unigate PLC and lodged with the Company at its Registered Office and shall take effect upon such lodgement. Regulations 76 to 80 (inclusive) of Table A shall not apply to the Company.

- 10 A Director shall not be required to hold any shares of the Company by way of qualification.
- 11 The ordinary remuneration of the Directors shall from time to time be determined by Unigate PLC. Regulation 82 of Table A shall not apply to the Company.
- 12 The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of Directors. Regulation 100 of Table A shall be modified accordingly.

#### DIRECTORS INTERESTS

- 13 No Director shall be disqualified by his position as Director from entering into or being interested in any contract, arrangement or transaction to which the Company is a party or in which the Company is in any way interested, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract, arrangement or transaction in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any office or place of profit under the Company or any Company in which the Company is in any way interested other than that of Auditor of the Company or of any subsidiary thereof on such terms as to remuneration and otherwise as the Directors may determine. Regulations 85, 85 and 94 to 98 inclusive of Table A shall not apply to the Company.

#### RETIREMENT OF DIRECTORS

- 14 The office of a Director shall be vacated in any of the following events, namely:
  - (A) if he shall become prohibited by law from acting as a Director;
  - (B) if he shall deposit at the Registered Office of the Company his written resignation;

- (C) if he shall have a receiving order made against him or shall compound with his creditors generally;
- (D) if he shall become of unsound mind;
- (E) if he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated;
- (F) if he be removed from office pursuant to Article 9 hereof.

Regulation 81 of Table A shall not apply to the Company.

- 15 The Directors shall not be subject to retirement by rotation and accordingly Regulations 73 to 75 (inclusive) of Table A shall not apply to the Company and all other references in Table A to retirement by rotation shall be disregarded.

#### PROCEEDINGS OF DIRECTORS

- 16 In the case of an equality of votes the Chairman (if any) of the Directors shall not have any casting vote. Clause 88 of Table A shall be modified accordingly.
- 17 If the number of Directors is reduced below two the continuing Director may act for the purpose of summoning a General Meeting of the Company but for no other purpose. Regulation 90 of Table A shall be modified accordingly.

#### THE SEAL

- 18 Unigate PLC shall provide for the safe custody of the Seal which shall only be used by the authority of Unigate PLC or of a committee of persons authorised by Unigate PLC on that behalf and every instrument to which the Seal shall be affixed shall be signed by a Director of Unigate PLC and shall be countersigned by a second Director of Unigate PLC or by the Secretary of Unigate PLC or by some other person appointed by Unigate PLC for the purpose. Regulation 101 of Table A shall not apply to the Company.



INDEMNITY

- 19 Subject to the provisions of and so far as may be permitted by law every Director, Secretary, Auditor or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 118 of Table A shall be extended accordingly.

# G

COMPANIES FORM No. 225(1)

# 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

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

Please complete legibly, preferably in black type, or bold block lettering

\* insert full name of company

**Note**  
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

1220328

Name of company

\* ROY'S QUALITY FOODS LIMITED

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

Day Month

3 1 0 3

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

Day Month Year

3 1 0 3 1 9 9 4

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

The company is a [subsidiary] ~~parent~~† undertaking of

UNIGATE PLC

, company number 621482

the accounting reference date of which is 31st MARCH

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

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

6. Signed Collett Designation†

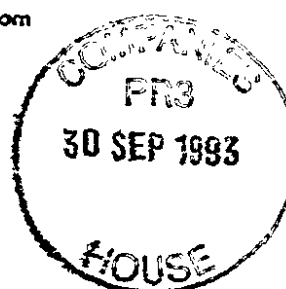
Date 28.09.93

Presenter's name address  
telephone number and reference (if any):

For official use  
DEB

Post room

THE SECRETARY  
UNIGATE PLC  
UNIGATE HOUSE



THE COMPANIES ACT 1985 - 1989

ROY'S QUALITY FOODS LIMITED

ELECTIVE RESOLUTIONS

At an Extraordinary General Meeting of the Company duly convened and held on 7 October 1993 the following Resolutions were passed as Elective Resolutions:

THAT, pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1994 and subsequent years until this election is revoked.

THAT, pursuant to Section 252(1) of the Companies Act 1985 the Company hereby elects to dispense with the laying of Accounts and Reports before the Company in General Meeting.

THAT, pursuant to Section 386 of the Companies Act the Company hereby elects to dispense with the obligation to appoint Auditors annually.

  
Chairman





UNIGATE PLC UNIGATE HOUSE WOOD LANE LONDON W12 7RP  
TEL: 081-749 8888 FAX: 081-576 6071  
DIRECT LINES: 081-576 6195 / 6009  
DIRECT FAX: 081-576 6019

SECRET

AHW/pa

23 November 1993

Registrar of Companies  
Companies House  
Crown Way  
Maindy  
Cardiff  
CF4 3UZ

Dear Sir

ROY'S QUALITY FOODS LIMITED: 1220328

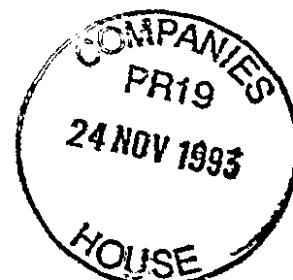
The above Company is a subsidiary of Clifford Foods plc. In July of this year the Auditors of Clifford Foods filed a resignation letter at Companies House. The letter referred to the subsidiary companies of Clifford Foods, from which the auditors were also resigning. It would appear, however, that no copy of this letter has been filed on the above Company's records.

I enclose a copy of the letter and would ask that this be filed with the records of Roy's Quality Foods Limited. Please let me know if there is any problem with this.

Yours faithfully

*A H Watkiss*

A H Watkiss  
Secretarial Assistant



Our ref MJC/SPM/CA760/24/JB

The Company Secretary  
Clifford Foods plc  
Western Road  
Bracknell  
Berkshire  
RG12 1QA

22 July 1993

Dear Sir

In accordance with the Companies Act 1985 section 392 to 394,  
we write to inform you of our resignation as auditors of Clifford  
Foods plc and its subsidiaries with immediate effect.

There are no circumstances connected with our ceasing to hold  
office which we consider should be brought to the attention of the  
members or creditors of the company.

You are required to send a copy of this notice to the Registrar of  
Companies within fourteen days.

Yours faithfully

GT

GRANT THORNTON  
Registered Auditor

MC  
21 MAR 1994  
Company Number 1220328

THE COMPANIES ACTS 1985 - 1989  
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
OF  
ROY'S QUALITY FOODS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on 16 March 1994 the following Resolution was passed as a Special Resolution:

"THAT the name of the Company be changed to Rivendale Foods Limited".

STZ with  
Chairman





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1220328

The Registrar of Companies for England and Wales hereby certifies that  
ROY'S QUALITY FOODS LIMITED

—  
having by special resolution changed its name, is now incorporated  
under the name of  
RIVENDALE FOODS LIMITED

Given at Companies House, Cardiff, the 29th March 1994

For the Registrar of Companies



C O M P A N I E S H O U S E