

Amended by Special Resolution  
23rd May 2016

**THE COMPANIES ACTS 1948 to 1976**

1433723

**COMPANY LIMITED BY SHARES**

4

**ARTICLES OF ASSOCIATION OF**

**K.T.C. (EDIBLES)**

**LIMITED**

WEDNESDAY



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19/07/2017

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COMPANIES HOUSE

**PRELIMINARY**

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act 1948 shall apply to this Company.

2. The following Articles of Part I of Table "A" shall not apply to this Company videlicet: 10, 24, 53, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.

**SHARES**

3. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, - subject to the provisions of the next following Article and to Regulation 2 of Part II of Table A and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

4. Save as otherwise directed by the Company in General Meeting the shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of the same

*[Handwritten signatures and initials]*

to such persons at such times and on such terms as they think proper.

#### LIEN

5. The lien conferred by Article 11 in Part I of Table "A" shall also 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 one of two or more joint holders thereof.

#### TRANSFER OF SHARES

6. A Member desiring to transfer shares shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings

#### **Rider**

Subject to the Companies Act 2006 (the Act) but without prejudice to any other provision of these Articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Act, including (without limitation) out of capital up to any amount in a financial year not exceeding the lower of:-

(a) £15,000.00; and

(b) The nominal value of 5% of the Company's full paid share capital at the beginning of each financial year of the Company

hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

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*RUBER.*

#### PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any Resolution put to the vote at the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

## DIRECTORS

8. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed Directors accordingly.

9. The Company shall not be subject to section 185 of the Act and accordingly any person may be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

## SECRETARY

11. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed accordingly.

## BORROWING POWERS OF THE DIRECTORS

12. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking, property or 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.

## ALTERNATE DIRECTORS

13. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his

alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

#### INDEMNITY

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director, Officer or Official of the Company shall be indemnified out of the funds of 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.

#### DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated
- (1) If by notice in writing to the Company he resigns the office of Director,
  - (2) If he ceases to be a Director by virtue of Section 182 of the Act,
  - (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
  - (4) If he becomes of unsound mind,
  - (5) If he is prohibited from being a Director by any order made under Section 188 of the Act,
  - (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

Names, Addresses and Descriptions of the Subscribers

~~M.R. Chettleburgh Limited~~  
by Malcolm Roy Chettleburgh  
a duly authorised Officer  
140/141 Temple Chambers,  
Temple Avenue, London EC4Y 0HE.  
Company Registration Agents

~~Chettleburgh International Limited~~  
by Malcolm Roy Chettleburgh  
a duly authorised Officer  
140/141 Temple Chambers,  
Temple Avenue, London EC4Y 0HE.  
Company Registration Agents

~~Malcolm Roy Chettleburgh~~  
~~140/141 Temple Chambers,~~  
Temple Avenue,  
London, EC4Y 0HE.  
Company Registration Agent

Dated the 4th day of June 1979

Witness to the above signatures,

Robert S. Kelford,  
5 Artemis Close,  
Gravesend,  
Kent.  
Company Director