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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

Name of company

11

2010417

* Insert full
name of Company

T.C. WINES LIMITED

I, MALCOLM ROY CHETTLEBURGH

of Temple House, 20 Holywell Row, London, EC2A 4JB

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 130, High Street,
Hornchurch, Essex, RM12 4UH

Declarant to sign below

the 26th day of March

One thousand nine hundred and eighty-six
before meA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.Presenter's name address and
reference (if any):M.R.Chettleburgh Ltd,
20 Holywell Row,
London, EC2A 4JB

For official Use

New Companies Section

Post room

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Statement on formation of a company to be Incorporated with limited liability under the Companies Act 1948

PUC1

Pursuant to Part V of the Finance Act 1973

Please do not
write in this
binding margin

For official use

Company number

Please do not write in
the space below.
For Inland Revenue
use onlyPlease complete
legibly, preferably
in black type, or
bold block lettering

Name of company

[] [] [] [] [] [] [] [] [] []

[] [] [] [] [] [] [] [] [] []

2010417

*delete if
inappropriate†Distinguish
between
ordinary,
preference, etc.

T.C. WINES Limited*

A Nominal Capital		£100,000
Description of shares†		Ordinary
B Nominal value of each share	£1	£
C Number of shares taken on incorporation	2	Subscribers Shares
D Total amount payable on each (including premium if any)	£1	£
E Amount paid or due and payable on each	£ 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	

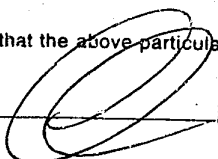
Notes

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

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form.

☐
Please tick box
if attached

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

*delete as
appropriateSigned  [XXXXXX] (Secretary)† Date 26th March 1986Presenter's name, address and
reference (if any):

M.R. Chettleburgh Limited
Temple House,
20 Holywell Row,
London, EC2A 4JB
Tel: 01.377.0381/2/3

For official use
Capital section

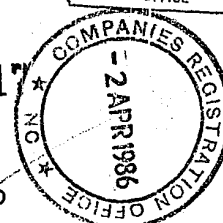
Post room

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THE COMPANIES ACT 1985.

A PRIVATE COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION of
T.C. WINES LIMITED

2010417



1. The name of the Company is:- T.C. WINES 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 business as importers, exporters, shippers, agents for, storers of, distributors, wholesalers, retailers and mail order dealers in sherries, ports, fortified wines, red, white and rose wines, beers, lagers, spirits and ciders and to enter into contracts with producers and other persons, firms and companies in the United Kingdom and abroad in relation to the purchase and supply of casked and bottled and casked wines, beers, spirits and ciders; to distribute the same to wine bars, off licences, public houses, hotels, motels, restaurants and other catering establishments and places of refreshment; to set up, establish and operate bars; to deal in and hire wineracks, glassware and equipment and appliances for the making of home made wine and beers and generally to conduct all activities associated with the business of the importing, exporting, shipping, storage and sale of sherries, wines, beers, lagers and spirits.
 - (b) To carry on business as proprietors of wine tasting clubs, wine bars, licensed and unlicensed clubs, public houses, hotels, motels, guest houses, restaurants, cafes, snack bars, coffee bars, take away food shops, ice cream parlours and tea rooms and to undertake general catering on a bar, self service, waiter or waitress system and also to undertake private catering for parties and gatherings either on or away from the premises operated by the Company.
 - (c) To carry on business as proprietors of off-licences and retailers and dealers in canned, bottled and barrelled beers, spirits, liqueurs, sherries, wines, mineral waters, fruit juices, lemonades, aperitifs and allied drinks and to deal in all cigarettes, tobacco, smokers requisites, sweets, chocolates and confectionery, newspapers, magazines, periodicals, books, greeting cards, toys, novelties, souvenirs, fancy goods and stationery; to undertake the distribution of these products to private individuals, firms, companies, public houses, hotels, motels, restaurants and other catering establishments; to sell packaged foods including crisps, biscuit products and nuts and to deal in all home made wine and beer equipment and generally to conduct all activities normally associated with the beer, wine and spirit trade.



- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods the performance of any contract or obligation of any person firm or company whatsoever.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and 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.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business.
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards payment of capita, voting or otherwise.

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum 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 the Subscribers.

Number of Shares taken
by each Subscriber

M. R. Chettleburgh Limited,,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London,
EC2A 4JB,

One

Company Registration Agents.

Chettleburgh International Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London,
EC2A 4JB,

One

Company Registration Agents.

Dated this 1st March, 1986

Witness to the above signatures:-

R. S. Kelford,
5, Artemis Close,
Gravesend,
Kent, DA12 2QW.

Company Director

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION of
T.C. WINES LIMITED

2010417

PRELIMINARY.

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.
2. Subject as hereinafter provided the Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to this Company.
3. The following Regulations of the said Table 'A' shall not apply to this Company videlicet: - 24, 46, 47, 50, 64 to 69, 73, 74, 75, 76, 77, 78 and the second and third sentences of Regulations 79, 81, 94 and 95.

CAPITAL.

4. The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.
5. (a). Sections 89(1), section 90(1) to (5) and Section 90(6) of the Act shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.
(b). Save as otherwise directed by the Company in General Meeting any shares which are not comprised in the authorised

share capital with which the Company is incorporated from time to time to be created shall before they are issued be offered to the members in proportion as nearly as possible to the number of 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 to such persons at such times and on such terms as they think proper.

6. Subject to the provisions of the Act including Sections 159 and 171 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.
7. Subject to the provisions of the Act including Sections 171 to 175 thereof the Company may purchase its own shares including any redeemable shares.

LIEN.

8. The lien conferred by Regulation 8 of Table 'A' on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

TRANSFER OF SHARES.

9. A Member desiring to transfer shares otherwise than to the Company pursuant to Article 7 hereof shall first 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 at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS.

10. At any General Meeting a Resolution put to the vote of 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.

11. 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 and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.
12. The Company shall not be subject to section 293 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.

13. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Article 88 of Table 'A' shall be modified accordingly.
14. Subject to the provisions of Section 317 of the Act 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 or 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.

15. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the incorporation of the Company and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS.

16. 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 subject to section 80 of the Act 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.

17. Any Director may in writing appoint any person 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. 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.

18. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Clause 118 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 and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

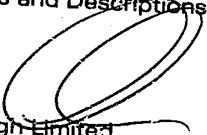
DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated:-

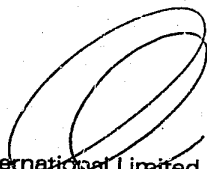
- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Section 291 of the Act,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 295 to 300 of the Act,
- (6) If he is removed from office by a resolution duly passed under Section 303 of the Act.

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Names, Addresses and Descriptions of the Subscribers.


M. R. Chettleburgh Limited,
by Malcolm Roy Chettleburgh,,
a duly authorised Officer,
Temple House,
20, Holywell Row
London,
EC2A 4JB

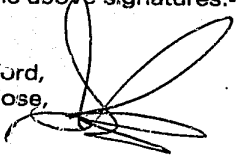
Company Registration Agents.


Chettleburgh International Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row
London,
EC2A 4JB

Company Registration Agents.

Dated this 1st day of March, 1986

Witness to the above signatures:-


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

Company Director

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COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office**

10

Please do not
write in
this margin

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

Pursuant to section 10 of the Companies Act 1985

D7

To the Registrar of Companies

For official use

2010417

Name of company

* insert full name
of company

* T.C. WINES LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

42 ULLET ROAD, LIVERPOOL L17 3BP

Postcode

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

X

M.R. CHETTLEBURGH LIMITED

TEMPLE HOUSE, 20 HOLYWELL ROW, LONDON.

Postcode

EC2A 4JB

Number of continuation sheets attached (see note 1)

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

For official Use

General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) ROGER TAYLOR IBBOTSON		Business occupation WINE MERCHANT
Previous name(s) (note 3) NONE		Nationality BRITISH
Address (note 4) 42 ULLET ROAD, LIVERPOOL L17 3BP		Date of birth (where applicable) (note 6)
Postcode		
Other directorships † Thompson Cook Wines Ltd		
I consent to act as director of the company named on page 1		
Signature <i>R. Ibbotson</i>		Date 26 February 86

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) STEPHEN SOUTON		Business occupation OFFICE MANAGER
Previous name(s) (note 3) NONE		Nationality BRITISH
Address (note 4) 18 CUMBERLAND AVENUE, LIVERPOOL L17 2AG		Date of birth (where applicable) (note 6)
Postcode		
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature <i>S. Souton</i>		Date 26/2/86

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Postcode		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

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

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	
MALCOLM ROY CHETTLEBURGH	
Previous name(s) (note 3)	
Address (notes 4 & 7) Temple House, 20 Holywell Row, London	
Postcode	EC2A 4JB
I consent to act as secretary of the company named on page 1	
Signature	Date 2nd February 86

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date 2nd February 86
---	----------------------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2010417

I hereby certify that

T.C. WINES LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

15TH APRIL 1986

D. G. Slackstock

D. G. SLACKSTOCK

an authorised officer

C.173