

Company Number: 03127955

THE COMPANIES ACT 2006
PRIVATE COMPANY
LIMITED BY SHARES
WRITTEN RESOLUTION
OF
HEATHCOTE FARMS LIMITED
(the "Company")

On 3rd November 2008 the following special resolution was duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006

THAT the draft Articles of Association attached to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

Paula E. Jones

Director



Company Number 03127955

The Companies Acts 1985 and 2006

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

HEATHCOTE FARMS LIMITED

Adopted on 2008



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1 Interpretation

In these Articles, if not inconsistent with the subject or context

“1985 Act” means the Companies Act 1985 as amended or re-enacted from time to time,

“2006 Act” means the Companies Act 2006 as amended or re-enacted from time to time,

“Table A” means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended by Statutory Instrument 2007/2541 and Statutory Instrument 2007/2826

2 Table A

2 1 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles

2 2 Regulations 8, 24, 41, 59, 64, 65, 67, 76 to 78, 94 and 118 of Table A do not apply to the Company

3 Share capital

3 1 The authorised share capital of the Company at the date of adoption of these Articles is £4,577,700 divided into 4,577,700 ordinary shares of £1 00 each, each having the rights and privileges set out in these Articles

4 Allotment of shares

4 1 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the 1985 Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount

4 2 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with Article 4 1 is £1,000 or such other amount as is authorised by the Company in general meeting

4 3 The authority conferred on the directors by Articles 4 1 and 4 2 shall remain in force for a period of 5 years from the date of adoption of these Articles This authority may be renewed by the Company in general meeting in accordance with section 80 of the 1985 Act

4 4 In accordance with section 91 of the 1985 Act, sections 89(1) and 90(1 to 6) of the 1985 Act do not apply to the Company

4 5 Any further shares proposed to be issued will be offered to the members in proportion (so far as possible) to the number of the existing shares held by each of them unless the

Company by special resolution otherwise directs. The offer will be made by notice specifying the number of shares offered, and a period (of not less than fourteen days) within which the offer, if not accepted, will be deemed to be declined.

4.6 After the expiration of that period, the shares deemed to be declined will be offered (again in the proportion to their shareholding) to the persons who have, within the period specified, accepted all the shares offered to them pursuant to Article 4.5. This further offer will be made in the same manner and specify the same period for acceptance as the original offer.

4.7 Any shares not accepted pursuant to Article 4.5 and Article 4.6 or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by a special resolution of the Company will be under the control of the directors. They may allot, grant options over or otherwise dispose of these shares to such persons, on such terms, and in such manner as they think fit. However, these shares must not be disposed of on terms which are more favourable than the terms on which they are offered to the members.

4.8 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

5 Transfer of shares

5.1 The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

6 Pre-emption rights

6.1 A member desiring to transfer shares to any person shall give notice in writing of such intention to the directors of the Company giving particulars of the shares in question and the proposed transferor.

6.2 The directors as agents for the member giving notice pursuant to Article 6.1 may dispose of such shares or any of them to members of the Company pro-rata to each member's shareholding 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 the fair value thereof.

6.3 If within twenty-eight days from the date of the notice pursuant to Article 6.1 the directors are unable to find a member or members willing to purchase all such shares the directors as agents for the member giving notice may dispose of so many of such shares as shall remain undisposed of to any of the following persons at the price agreed pursuant to Article 6.2.

- (a) the spouse, civil partner or cohabitee of a member, and/or
- (b) the children of a member not being a minor, and/or
- (c) the children of a member's spouse, civil partner or cohabitee not being a minor, and/or
- (d) the trustees of any trust under which no beneficial interest in the share in question is or will be at any time vested in any person other than those mentioned in this Article 6 3, or the child of a member or a member's spouse, civil partner or cohabitee who are minors, and under which no power of control over the voting powers conferred by such share is or will at any time be exercisable by or be subject to the consent of any person other than such trustees or the member or any other person as aforesaid

6 4 Any shares not transferred by the directors pursuant to Articles 6 2 or 6 3 may, subject to Article 5 1, be transferred by the transferor to any person within six months of going on the notice in Article 6 1 at any price not being less than the price fixed in Article 6 2

6 5 Any share held in the names of trustees may be transferred into the names of new or additional trustees on any change of trustees

7 Prohibited transfers

7 1 Notwithstanding any other provision of the Articles no share shall be transferred to any infant or bankrupt or to any person of unsound mind

8 Proceedings at general meetings

8 1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum

8 2 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly

8 3 On a show of hands or on a poll votes may be given either personally or by proxy

9 Number of directors

9 1 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one

10 Alternate directors

10 1 A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him

10 2 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two

10 3 An alternate director shall cease to be an alternate director if his appointer ceases to be a director

11 Delegation of powers

11 1 The following sentence shall be inserted after the first sentence of regulation 72 of Table A

"committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company "

12 Appointment and retirement of directors

12 1 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director

12 2 A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company

12 3 There is no age limit for directors of the Company

12 4 A director is not required to hold any qualification shares in the Company

13 Disqualification and removal of directors

13 1 Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e)

(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director, or

(e) he is otherwise duly removed from office

14 Remuneration of directors

14 1 Regulation 82 of Table A shall be amended by the addition of the following

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

15 Proceedings of directors

15 1 Regulation 88 of Table A shall be amended by adding to the sentence

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom", the words

"unless he has given to the Company an address outside the United Kingdom to which notices should be sent "

15 2 If and so long as the minimum number of directors specified under these Articles is one

(a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand, and

(b) regulations 88 to 90 of Table A shall not apply to the Company

15 3 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting

15 4 Subject to disclosure in accordance with section 317 of the 1985 Act or section 182 of the 2006 Act (whichever is in force at the time of the declaration), a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and in relation to such resolutions he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

16 The seal

16 1 In accordance with section 39 of the 1985 Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom

17 Notices

17 1 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. Notice

communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed Regulations 111 and 112 of Table A shall be amended accordingly Notice of a general meeting may also be given by means of a website, such notification to state that it concerns a notice of a company meeting, to specify the place, date and time of the meeting and to remain available from the date of notification until the conclusion of the meeting

18 Indemnity

- 18 1 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company