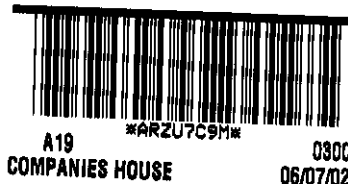


COMPANY NUMBER: 3705654



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS**

- of -

**FLAGLEAF FARMING LIMITED**(Passed on the *2ND* day of *JULY* 2002)

WE, being the holders of all of the issued share capital of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company HEREBY RESOLVE that the following Resolutions be passed as Written Resolutions:-

**WRITTEN RESOLUTIONS**

1. THAT the capital of the Company be increased from £1000 divided into 1000 Ordinary Shares of £1 each to £2853 by creating 1853 Shares of £1 each
2. THAT each of the Ordinary Shares of £1 each in the capital of the Company registered in the name of Stephen William Turley be converted into one "B" Ordinary Share of £1 so that Stephen William Turley is the registered holder of 700 "B" Ordinary Shares of £1 each
3. THAT each of the Ordinary Shares of £1 each in the capital of the Company registered in the name of Charles Roy Wheeldon be converted

into one "B" Ordinary Share of £1 so that Charles Roy Wheeldon is the registered holder of 300 "B" Ordinary Shares of £1 each

4. THAT each of 3 unissued Ordinary Shares of £1 each in the capital of the Company be converted into one "A" Ordinary Share of £1
5. THAT each of the remaining unissued Ordinary Shares of £1 each in the capital of the Company be converted into one "B" Ordinary Shares of £1
6. THAT such "A" and "B" Ordinary Shares of £1 each having the rights set out in the Articles of Association of the Company as altered by Resolution 7
7. THAT the Articles of Association of the Company be, and they are hereby, altered by the deletion of the existing Articles of Association dated 15<sup>th</sup> July 1999 and substituting therefor the attached new Articles of Association

A handwritten signature in cursive script, reading "Charles Roy Wheeldon", written in black ink. The signature is positioned above a horizontal dotted line.

Chairman

COMPANY NUMBER: 3705654

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A19  
COMPANIES HOUSE

06/07/02

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A PRIVATE COMPANY LIMITED BY SHARES

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**NEW ARTICLES OF ASSOCIATION**

(as altered by Resolution in Writing passed on *2nd June* 2002)

OF

**FLAGLEAF FARMING LIMITED**

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PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the company save in so far as they are excluded or varied hereby: that is to say, Clauses 8, 50, 54 and 64 of Table A shall not apply to the company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARE CAPITAL

2. The Share Capital of the Company is £2853 divided into 3 "A" Ordinary Shares of £1 each and 2850 "B" Ordinary Shares of £1 each. Such "A" and "B" Ordinary Shares shall rank pari passu subject to the rights and restrictions contained in these Articles of Association.
3. (A) So long as the Share Capital of the Company shall be divided into two or more classes of shares then subject to the rights of any persons entitled to shares with special rights as to dividend, the profits of the Company which are resolved to be divided amongst the Members in any year shall be applied in paying to the holders of the respective classes of shares dividends at such respective rates (if any) as the Company in General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of share to the exclusion of any

other class or classes and that dividends at different rates may be declared on the respective classes of shares.

(B) All dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on a share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. Clauses 102 to 108 in Table A shall be modified accordingly.

4. The "B" Ordinary Shares of £1 each in the Capital of the Company shall not confer on the holders thereof the right to vote upon any resolution proposed at any General Meeting of the Company and any Member present at a General Meeting holding only "B" Ordinary Shares shall not be counted when calculating whether a quorum is present. Clauses 40 and 54 of Table A shall be modified accordingly.

#### WINDING UP

5. Upon any winding up or other distribution of capital the assets available for distribution amongst the Members shall be applied:-
- (i) Firstly in repaying the amounts paid up on the "B" Ordinary Shares of £1 each in the Capital of the Company;
  - (ii) Next in repaying the amounts paid up on the "A" Ordinary Shares of £1 each in the Capital of the Company;
  - (iii) Lastly in distributing, *pari passu*, any remaining assets amongst the holders of the "B" Ordinary Shares of £1 each in the Capital of the Company

#### SHARES

6. (A) Subject to Sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit

(B) the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation

of the Company unless varied or revoked or renewed by the Company in General Meeting

(C) the Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority

(D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company

7. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

#### TRANSFER OF 'A' ORDINARY AND 'B' ORDINARY SHARES

8. (A) No share shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (B) The person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice in writing ("the transfer notice") to the Company that he desires to sell the same and such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the Share to a Member or Members of the Company at the price so fixed or, at the option of either party, at a fair value to be fixed by the Auditor in accordance with sub-Article (D) of this Article. The transfer notice may include two or more Shares, and in such a case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.
- (C) If the Company shall, in accordance with the provisions contained in sub-Article (F) hereof, find a Member or Members willing to purchase the Share (hereinafter call "the purchaser") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer the Share to the purchaser, who shall be bound to complete the purchase within fourteen days from the service of the last-mentioned notice.

- (D) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a Share the Auditor shall, on the application of either party, certify in writing the sum which in his opinion is the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly the Arbitration Act 1996 shall not apply.
- (E) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the Share the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of the Share in favour of the purchaser, who shall thereupon be registered as the Holder of the Share. The receipt of the Company for purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
- (F) (i)(a) Any 'A' Ordinary Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Members holding 'A' Ordinary Shares (other than the proposing transferor) as nearly as may be in proportion to the existing 'A' Ordinary Shares held by them respectively, and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify such Members that any such Member who desires an allotment of 'A' Ordinary Shares in excess of his proportion should in his reply state how many excess 'A' Ordinary Shares he desires to have; and if all such Members do not claim their proportions the unclaimed 'A' Ordinary Shares shall be used for satisfying the claims in excess. If any 'A' Ordinary Shares shall not be capable without fractions of being offered to the Members holding 'A' Ordinary Shares in proportion to their existing holdings, the same shall be offered to such Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.
- (b) If the Company shall not within the period specified in accordance with the provisions of paragraph (a) of this sub-Article find other Members holding 'A' Ordinary Shares willing to purchase the Share, and give notice in manner aforesaid, it shall offer the Share to the Members holding 'B' Ordinary Shares and such offer shall be made in like manner and limited by a like period as the original offer.
- (ii)(a) Any 'B' Ordinary Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Members holding 'B' Ordinary Shares (other than the proposing transferor) as nearly as may be in

proportion to the existing 'B' Ordinary Shares held by them respectively, and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify such Members that any such Member who desires an allotment of 'B' Ordinary Shares in excess of his proportion should in his reply state how many excess 'B' Ordinary Shares he desires to have; and if all such Members do not claim their proportions the unclaimed 'B' Ordinary Shares shall be used for satisfying the claims in excess. If any 'B' Ordinary Shares shall not be capable without fractions of being offered to the Members holding 'B' Ordinary Shares in proportion to their existing holdings, the same shall be offered to such Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

- (b) If the Company shall not within the period specified in accordance with the provisions of paragraph (a) of this sub-Article find other Members holding 'B' Ordinary Shares willing to purchase the Share, and give notice in manner aforesaid, it shall offer the Share to the Members holding 'A' Ordinary Shares and such offer shall be made in like manner and limited by a like period as the original offer.
- (G) If the Company shall not find a Member or Members willing to purchase the Shares in accordance with the provisions of sub-Article (F) hereof, and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to sub-Article (I) hereof, to sell and transfer the Shares, or those not placed, to any person and at any price.
- (H) The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share; and Clause 24 of Table A shall be modified accordingly.

#### GENERAL MEETINGS

9. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.
10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

11. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

#### VOTES OF MEMBERS

12. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall not be entitled to a casting vote.
13. On a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote and not one vote for every share of which he is the holder.
14. The second sentence of Clause 59 of Table A shall not apply to the Company.

#### DIRECTORS

15. Unless and until the Company in General meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Clause 89 of Table A shall be modified accordingly.
16. A Director shall not be subject to retirement by rotation; and Clauses 73 to 75 (inclusive) of Table A shall not apply to any Director.
17. The Chairman of any meeting of the Directors or any committee of the Directors shall not be entitled to a second or casting vote. Clause 88 of Table A shall be modified accordingly.
18. 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
19. A Director may vote as a Director on any resolution concerning 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 94 of Table A shall be modified accordingly.



## INDEMNITY

20. Subject to the provisions 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 entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office