

MOMENTUM SERVICES LIMITED

Company number: 03874110

SATURDAY



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28/06/2014

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COMPANIES HOUSE

Minutes of a meeting of the board of directors of Momentum Services Limited (the "**Company**") held at 90a Tooley Street, London SE1 2TH on 02 June 2014 at 15.00

Present:

1 Chairman

Frank Whittaker was appointed chairman of the meeting and chaired the meeting throughout.

2 Notice and quorum

The chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairman declared the meeting open.

3 Business of the meeting

The chairman noted that the purpose of the meeting was to consider and, if thought fit, approve:

- 3.1 the redesignation of the existing 114,750 ordinary A shares of €1.1967 each in the capital of the Company (the "**A Shares**") as ordinary shares of €1.1967 each in the capital of the Company ("**Ordinary Shares**"), having the rights and subject to the restrictions set out in the new articles of association to be adopted by the Company (the "**A Shares Redesignation**");
- 3.2 the redesignation of the existing 110,250 ordinary B shares of €1.1967 each in the capital of the Company (the "**B Shares**") as Ordinary Shares, having the rights and subject to the restrictions set out in the new articles of association to be adopted by the Company (the "**B Shares Redesignation**" and together with the A Shares Redesignation the "**Redesignation**"); and
- 3.3 the adoption of new articles of association of the Company.

4 Declaration of interests

Each of the directors present declared the nature and extent of their interest (if any) in the matters to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association

5 Redesignation and new articles

- 5.1 The chairman explained that, now that the Company was a wholly owned subsidiary of Chef Express UK Limited, it was proposed that the Company's share capital structure be simplified and that new articles of association of the Company, in a standard subsidiary form, be adopted.

- 5.2 The following documents were produced to the meeting:
- 5.2.1 a copy of the proposed new articles of association of the Company (the "**New Articles**");
 - 5.2.2 a form of written resolution (the "**Written Resolution**") to be sent to the Company's sole member to consider and, if thought fit, approve the Redesignation and the adoption of the New Articles;
 - 5.2.3 a form of class consent to be sent to the Company's sole member to consider and, if thought fit, consent to the Redesignation and the adoption of the New Articles in its capacity of holder of the A Shares (the "**A Class Consent**"), and
 - 5.2.4 a form of class consent to be sent to the Company's sole member to consider and, if thought fit, consent to the Redesignation and the adoption of the New Articles in its capacity of holder of the B Shares (the "**B Class Consent**" and together with the A Class Consent the "**Class Consents**").
- 5.3 After due and careful consideration by the directors, including in light of their duties as directors under the Act (including the matters referred to in section 172(1) of the Act), **IT WAS RESOLVED** that:
- 5.3.1 the Redesignation and the adoption of the New Articles be and are hereby approved;
 - 5.3.2 the form of the New Articles, the Written Resolution and the Class Consents be and are hereby approved; and
 - 5.3.3 any director be authorised to deliver such documents to the Company's sole member (with a copy to the auditors), together with a statement as to how it can signify its agreement to the Written Resolution and the Class Consents.
- 5.4 The meeting then adjourned to enable the Written Resolution and the Class Consents to be considered by the Company's sole member.
- 5.5 Upon resumption of the meeting, the chairman reported that the Written Resolution and the Class Consents had been duly passed.

6 Filings

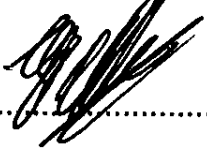
It was **FURTHER RESOLVED** that:

- 6.1 the books of the Company, including the Company's register of members, be updated in respect of the matters approved at the meeting; and
- 6.2 any director be authorised to file the following with the Registrar of Companies:
 - 6.2.1 a copy of the Written Resolution,
 - 6.2.2 copies of the Class Consents;
 - 6.2.3 a copy of the New Articles; and

6 2.4 forms SH08 and SH10 in respect of the Redesignation.

7 Close

There was no further business and the chairman declared the meeting closed.

A handwritten signature in black ink, appearing to be 'G. J. ...', is written over a dotted line.

Chairman

Date: 02/06/2014

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MOMENTUM SERVICES LIMITED

(Adopted by Special Resolution passed on 2 June 2014)

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1 Definitions and Interpretations

- 1 1 In these Articles the words in the first column of the table next hereinafter contained shall, if not inconsistent with the subject or context, bear the meanings set opposite to them respectively in the second column thereof.

"**the 2006 Act**" the Companies Act 2006;

"**Articles**" these articles of association as amended from time to time;

"**board**" the board of directors of the Company or the directors present at a meeting of the directors at which a quorum is present,

"**business day**" any day other than a Saturday or Sunday or public holiday in the United Kingdom;

"**Parent**" a member registered as the holder of not less than 75% of the Company's issued shares;

"**Model Articles**" the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended at the date of the adoption of these Articles,

"**Statutes**" the 2006 Act and, where the context requires, every other statute or regulations for the time being in force concerning companies and affecting the Company;

"**in writing**" and "**written**" shall include any way of representing or copying words legibly, and documents and information in electronic form are "in writing" for the purposes of these Articles,

words importing the singular shall include the plural and vice versa;

words importing the masculine gender shall include the feminine, and

words importing persons shall include corporations.

Where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose

- 1.2 Subject to the provisions of the last preceding Article and unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Model Articles, subject to which and unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles are adopted.

2 Model Articles

- 2 1 The model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended at the date of the adoption of these Articles shall, except where they are excluded or varied by or inconsistent with these Articles, apply to the Company

- 2.2 Articles 7, 8, 9(1), 10, 11(2) and (3), 12,(1) and (3), 14(1), (2), (3) and (4), 17(2), 44(2), 52 and 53 of the Model Articles shall not apply to the Company.

Decision making by directors

3 Directors to take decisions collectively

- 3.1 Decisions of the directors may be taken.

3 1.1 at a directors' meeting, or

3.1.2 in the form of a directors' written resolution

When there is only one director, he may exercise all the powers conferred on directors by these Articles

4 Calling a directors' meeting

Any director may call a directors' meeting by giving not less than three business days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give such notice

5 Participation in a directors' meeting

- 5.1 Any director (including an alternate director) may, if entitled to participate, participate in a meeting of the directors by telephone, video conference or other audio or audio visual link or any other form of telecommunication provided all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Statutes, he shall be entitled to vote and be counted in the quorum accordingly

- 5.2 A meeting held in this manner shall be deemed to be to be validly held and shall be deemed to take place where the largest group of participants is physically assembled, or if there is no such group, where the chairman is physically present. The directors not present at the place where the meeting is deemed to be held shall nevertheless be marked as present for the purposes of any minutes of the meeting

6 Written resolutions

- 6 1 A resolution in writing signed or approved in writing by each director (or his alternate) who would have been entitled to vote on the resolution at a directors' meeting shall be as valid and effective as if it had been passed at a meeting of the directors duly convened and held, provided that those directors would have formed a quorum at such meeting
- 6.2 When signed the resolution may consist of several documents in like form each signed by one or more of the directors or their alternates in which event the resolution shall be deemed passed upon notification (by any means) of signature to the registered office or the secretary of the Company
- 6 3 The directors must ensure that the company keeps a record, in writing, of all directors' written resolutions for at least ten years from the date of their adoption

7 Quorum for directors' meetings

7 1 Subject to Section 175(6) of the 2006 Act, the quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be:

7.1 1 one if only one director shall be in office, and he alone (or any alternate director appointed by him) shall constitute the quorum, and

7 1.2 two if there shall be more than one director in office.

8 Chairman

8.1 The Parent may appoint and remove the chairman of the board by written notice sent to the registered office of the Company, marked for the attention of the directors. If and so long as the position of chairman is vacant, the directors may appoint one of themselves to be the chairman.

9 Transactions or other arrangements with the Company

9 1 Subject to the Statutes, a director may be a party to or otherwise be interested in any proposed or existing transaction, arrangement or proposal with the Company or in which the Company is otherwise interested and shall not be liable to account to the Company for any profit, remuneration or other benefit realised by any office or employment or from any transaction, arrangement or proposal or from any interest in any body corporate, and no such transaction, arrangement or proposal shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such profit, remuneration or any other benefit constitute a breach of his duty under section 176 of the 2006 Act

9 2 Subject to the Statutes and provided that he has declared the nature and extent of his interest in accordance with the requirements of Section 177 and/or Section 182 of the 2006 Act, a director who has an interest in any transaction, arrangement or proposal with the Company or in which the Company is interested may count in the quorum and vote at a meeting of the directors at which such transaction, arrangement or proposal is considered or discussed.

10 Directors' conflicts of interest

10.1 The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law.

10.1 1 any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or may have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties);

10 1.2 a director to accept or continue in any office, employment or position in addition to his office as a director of the Company and without prejudice to the generality of Article 10 2 may authorise the manner in which a conflict

of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,

provided that for this purpose the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted

10.2 Where a matter, or office, employment or position has been authorised by the directors in accordance with this Article 10 (and subject to any limits or conditions imposed on such authority) and a conflict of interest arises or may arise, the director shall:

10.2.1 not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company if to make such a disclosure would result in a breach of duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position;

10.2.2 be entitled to absent himself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed; and

10.2.3 be entitled to make such arrangements as such director thinks fit not to receive documents or information (including, without limitation, board and committee papers relating to the matter giving rise to the conflict of interest or possible conflict of interest) and/or for such documents or information to be received and read by a professional adviser on behalf of that director

and in so doing such director shall not be in breach of any general duty he owes to the company pursuant to Sections 171 to 177 inclusive of the 2006 Act.

10.3 A director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the directors pursuant to this Article 10 (subject in any such case to any limits or conditions to which approval was subject).

Appointment and removal of directors

11 Number of directors

The minimum number of directors is one and, unless otherwise determined by ordinary resolution, the number of directors is not subject to a maximum. A sole director may exercise all the powers and discretions given to the directors by these Articles

12 Appointment of directors

12.1 A person may not be appointed a director unless he has attained the age of 16 years. No director shall be required to vacate his office by reason of having attained a particular age

12.2 A director is not required to hold qualification shares

- 12 3 In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director

13 Alternate directors

- 13.1 Any director may at any time appoint any other director or any other person approved by the board to be his alternate, and may at any time remove any such alternate and (subject to such approval as aforesaid) appoint another in his place.
- 13.2 An alternate shall not be entitled to receive any remuneration from the Company, nor to appoint an alternate, nor shall it be necessary for him to acquire or hold any share qualification but he shall be entitled to receive notice of meetings at which his appointor is not present, and generally at such meeting to exercise all the powers, rights, duties and authorities of his appointor. A director who is also an alternate shall be entitled, in addition to his own vote, to a separate vote on behalf of his appointor but he shall count as only one for the purpose of determining whether a quorum is present.
- 13 3 An alternate may be removed from office by a resolution of the board, shall vacate his office on the happening of any event which, if he were a director, would cause him to vacate his office as a director and shall cease to be an alternate if his appointor ceases for any reason to be a director.
- 13 4 Every person acting as an alternate shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for his appointor. All appointments and removals made in performance of this Article shall be in writing under the hand of the appointor or in any other manner approved by the board and shall be sent to the registered office of the Company, marked for the attention of the directors

14 Secretary

- 14 1 The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

Shares

15 Directors' authority to allot shares

- 15 1 Save to the extent authorised by these Articles, or authorised from time to time by an ordinary resolution of the shareholders, the directors shall not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any shares in the Company

Decision making by shareholders

16 Poll votes

- 16.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the 2006 Act) present and entitled to vote at the meeting
- 16.2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

17 Proxies

- 17.1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate".
- 17.2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article

Administrative arrangements

18 Means of communication to be used

- 18.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 18.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),
 - 18.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 18.1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - 18.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a business day

- 18 2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the 2006 Act

19 Single member company

- 19 1 If at any time, and for as long as, the Company has a single member and in the absence of any express provision to the contrary, all provisions of these Articles shall apply with such modification as may be necessary in relation to a company with a single member.

20 Indemnity, loan, insurance

- 20 1 Subject to Article 20.2 but without prejudice to any indemnity to which a relevant officer is otherwise entitled, a relevant officer may be indemnified out of the Company's assets against:

20 1.1 any liability incurred by that relevant officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company, and/or

20.1 2 any liability incurred by that relevant officer in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and/or

20 1 3 any other liability incurred by that relevant officer as an officer of the Company or an associated company

- 20.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Statutes or by any other provision of law

- 20 3 The Company may provide any relevant officer of the Company or its holding company with funds to meet expenditure incurred or to be incurred by such relevant officer in respect of the matters listed, and on the terms detailed, in section 205 of the 2006 Act

- 20 4 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

- 20 5 For the purposes of this Article 20.

20 5 1 companies are "associated" if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

20 5 2 "holding company" has the meaning ascribed to it in section 1159 of the 2006 Act.

20 5.3 a "relevant officer" means any person who is or was at any time a director, secretary or other officer (other than any person engaged as auditor) of the Company or an associated company.

20.5 4 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties

or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company

21 Rights of Parent

21 1 If and so long as there is a Parent, the following provisions shall apply and to the extent of any inconsistency between this Article and any other provision(s) of these Articles, this Article shall prevail.

21 1 1 the Parent may at any time and from time to time by notice in writing to the Company appoint any person who is willing to act to be a director or remove from office any director however appointed,

21.1.2 no person (other than a person appointed by the Parent) shall be appointed a director of the company without the prior approval of the Parent and no person shall be appointed an alternate director without the prior approval of the Parent;

21 1 3 no quorum shall be present at any meeting of the company unless the Parent is present either by duly authorised representative or by proxy;

21.1 4 no dividend shall be declared, made or paid without the prior consent of the Parent;

21 1.5 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent,

21.1.6 no transfer of any share of the company shall be registered or approved for registration without the prior consent of the Parent provided that the board shall not be entitled to refuse to register the transfer of any share(s) by the Parent to any person which is presented for registration duly stamped,

21 1 7 the Parent may at any time and from time to time inspect all or any of the accounting records of the Company or other books or documents of the Company; and

21 1 8 any or all powers of the directors shall be restricted in such respects and to such extent as the Parent may by notice to the Company from time to time lawfully prescribe

21.2 Any appointment, removal, consent or notice made pursuant to Article 21 1 1 shall be in writing and sent to the registered office of the Company, marked for the attention of the directors, and signed on behalf of the Parent by any of its directors

21.3 No person dealing with the Company shall be concerned to see or enquire as to whether any requisite consent of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the board or any of the directors.