

No of Company: 5957921  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

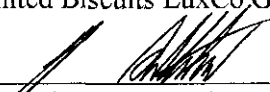
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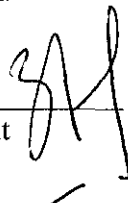
UNITED BISCUITS TOPCO LIMITED

The following resolution was duly passed by the Company's sole shareholder in writing on 15<sup>th</sup> December 2006:

**THAT** the regulations contained in the printed document annexed hereto and initialled for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

United Biscuits LuxCo S.C.A.  
By United Biscuits LuxCo GP S.à.r.l, its general partner

By:   
Name: John Sutherland  
Title:

By:   
Name: Blaise Duault  
Title:





**THE COMPANIES ACT 1985**

**and**

**THE COMPANIES ACT 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**-of-**

**UNITED BISCUITS TOPCO LIMITED<sup>1</sup>**

(Amended by Written Resolution passed on 15 December 2006)

**PRELIMINARY**

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24, 50, 57, 62, 64 to 67 (inclusive), 73 to 80 (inclusive), 88 to 91 (inclusive), 94 to 98 (inclusive) and 101 and 118 in Table A shall not apply to the Company.

**ALLOTMENT OF SHARES**

3. Pursuant to Section 80 of the Act, the directors are generally and unconditionally authorised to exercise any power of the Company to allot and grant rights to subscribe for

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<sup>1</sup> By a Written Resolution the name of the Company was changed from *Precis (2648) Limited* to *United Biscuits Topco Limited* on 14 November 2006.



or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

4. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

#### **TRANSFER OF SHARES**

5. Regulation 23 in Table A shall apply to the Company as if the instrument of transfer of any share shown in the Memorandum of Association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
6. Subject to the provisions of Article 7 below, the directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.
7. Notwithstanding anything otherwise provided in these Articles or Table A (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of:
  - (a) a chargee or mortgagee of any shares;
  - (b) any nominee of a chargee or mortgagee of any shares;
  - (c) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares; or
  - (d) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares.

#### **PROCEEDINGS AT GENERAL MEETINGS**

8. Where the Company has only one member, regulation 40 in Table A shall apply to the Company as if reference to two persons were a reference to one and the word "each" were omitted.

#### **DELIVERY OF PROXIES**

9. The appointment of a proxy and (if required by the directors) any authority under which the proxy is appointed or a copy of the authority, certified notarially or in some other manner approved by the directors, shall be deposited or received at the office (or at such other place or address, including an address for the purpose of receiving electronic communications, or delivered to such person, as may be specified or agreed by the directors) at or before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, at or before the time

appointed for the taking of the poll, and an appointment of proxy which is not so deposited, received or delivered shall be invalid.

## **DIRECTORS**

10. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not exceed 9 but shall not be less than six.

## **APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS**


11. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
12. The holder of a majority in nominal value of the issued ordinary shares in the Company may by notice to the Company designate such of the directors of the Company as "Special Directors" for the purposes of articles 13, 14 and 21.<sup>2</sup>
13. A majority of the directors (which majority shall include such of the Special Directors as the holder of a majority in nominal value of the issued ordinary shares in the Company may direct) may (i) appoint a person as a director and (ii) remove a person as a director.
14. Each director shall be entitled to appoint one alternate at any time to act on his behalf as a director and such alternate shall, unless he is another director, require the prior approval of the other directors, such approval not to be unreasonably withheld or delayed, provided that all directors shall consent to the appointment of an alternate by any Special Director. A person who is appointed as an alternate by more than one director shall on any matter to be put to the vote at a meeting of the directors be deemed to have such number of votes as is equal to the number of directors appointing him.
15. An alternate director shall be entitled to receive notice of all meetings of the directors, to attend and vote at any such meeting at which the director appointing him is not personally present and at the meeting to exercise and discharge all the functions, powers and duties of his appointor as a director.
16. An alternate director shall automatically vacate his office as an alternate director if the director who appointed him ceases to be a director.
17. A majority of the directors shall nominate a chairman of the board of directors every two years. The chairman shall not be entitled to a second or casting vote either in any general meeting of the Company or at any meeting of the directors. Regulation 50 of Table A shall not apply.
18. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

## **PROCEEDINGS OF DIRECTORS**

19. Subject to the provisions of these articles, the directors may regulate their proceedings as they see fit.

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<sup>2</sup> Luxco to designate specific directors on appointment as Special Directors for the purposes of quorum and articles 13 and 14.

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20. A director may, and the secretary at the request of the director shall, call a meeting of the directors.
21. Unless otherwise decided by a majority of the directors:
- (a) at least five business days (being a day (other than a Saturday or Sunday) on which banks are generally open in London and Luxembourg for normal business) written notice of each meeting of the directors shall be given to each of the directors; and
  - (b) the quorum for meetings of the directors shall be two and shall include such of the Special Directors as the holder of a majority of the shares in the Company may direct.

#### **ELECTRONIC COMMUNICATION BOARD MEETINGS**

22. A meeting of the directors may be held between directors some or all of whom are in different places provided that each director who participates in the meeting is able to communicate with each of the other participating directors whether directly or by any form of electronic communication or a combination of such methods, such that each director is able:
- (c) to hear each of the other participating directors addressing the meeting; and
  - (d) if he so wishes, to address each of the other participating directors simultaneously.
- A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of directors required to form a quorum. A director shall be regarded for all purposes as being present in person if and for so long as those conditions are satisfied in respect of him. A meeting held in this way shall be deemed to take place at the place where a majority of the directors participating in the meeting is assembled or, in default of such a majority, at the place where the Chairman of the meeting is physically present.

#### **SEAL**

- 23.
- (a) If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director.
  - (b) The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.
  - (c) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

#### **INDEMNITY**

24. Subject to the provisions of and to the extent permitted by applicable law, every director of the Company shall be indemnified out of the assets of the Company against any liability

incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:

- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
- (b) the indemnity is subject to such director taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.



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**Name and Address of Subscriber**

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Peregrine Secretarial Services Limited  
Level 1  
Exchange House  
Primrose Street  
London EC2A 2HS

Dated 5<sup>th</sup> October 2006.

Witness to the above Signature: