



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 8690533

The Registrar of Companies for England and Wales, hereby certifies that

THE R.T. FRENCH'S FOOD GROUP LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England/Wales

Given at Companies House on **13th September 2013**



N08690533L



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

BLUEPRINT

OneWorld

Application to register a company

A fee is payable with this form.
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
private or public company

✗ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership. To
this, please use form LL IN01

THURSDAY



D2GQ40EA

DSR 12/09/2013 #9
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

THE R T FRENCH'S FOOD GROUP LIMITED

For official use

--	--	--	--	--	--	--	--	--	--

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

- ☐ Public limited by shares
- ☒ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ①

Please give the registered office address of your company

Building name/number 103-105

Street BATH ROAD

Post town SLOUGH

County/Region BERKSHIRE

Postcode S L 1 3 U H

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ①

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

① For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ①

Please tick the box below if the company's articles are restricted

☐

① Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1.

Secretary**B1 Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	ELIZABETH ANNE
Surname	RICHARDSON
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address ③

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address


This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3 Signature ④

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1; text-align: center;">  </div> <div style="margin-left: 10px;">X</div> </div>
-----------	--

④ Signature

The person named above consents to act as secretary of the proposed company.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
	① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
C5	Signature ⑤	
	I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature <div style="font-size: 2em; font-weight: bold;">X</div>	⑤ Signature The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	
Full forename(s)	PATRICK NORRIS
Surname	CLEMENTS
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	<div>2</div> <div>8</div> <div>0</div> <div>7</div> <div>1</div> <div>9</div> <div>6</div> <div>4</div>
Business occupation (if any) ④	SVP FISCAL SERVICES

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X</div> <div></div> <div>X</div>
-----------	---

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*		
Full forename(s)	WILLIAM RICHARD	
Surname	MORDAN	
Former name(s) ②		
Country/State of residence ③	UNITED KINGDOM	
Nationality	AMERICAN	
Date of birth	<div> <div>d1</div> <div>d2</div> <div>m0</div> <div>m9</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y9</div> </div>	
Business occupation (if any) ④	SVP LEGAL AND GENERAL COUNSEL	
	<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>	
D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		
	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div> <div>Signature</div> <div> <div>X</div> <div>WR Mordan</div> <div>X</div> </div> </div>	
	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>	

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Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
	① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
E5	Signature ⑤	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; padding: 5px;"> Signature <div style="font-size: 2em; font-weight: bold;">X</div> </div> <div style="border: 1px solid black; padding: 5px; width: 100px; text-align: center;"> <div style="font-size: 2em; font-weight: bold;">X</div> </div> </div>	
	⑤ Signature The person named above consents to act as corporate director of the proposed company	

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£1 00	£0 00	100	£ 100 00
				£
				£
				£
Totals			100	£ 100 00

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ③

③ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium

② Total number of issued shares in this class

③ Number of shares issued multiplied by
nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

ORDINARY

Prescribed particulars
1

Each share within the same class is entitled 1) to one vote in any circumstances, 2) equally to dividend payments or any other distribution, and 3) equally to participate in a distribution arising from a winding up of the Company

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name RECKITT BENCKISER PLC	ORDINARY	100	GBP	1.00	0.00	100.00
Address 103-105 BATH ROAD SLOUGH BERKSHIRE SL1 3UH						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

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Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters.

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to Section H1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section H2 (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ^①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Subscriber's signature	Signature X <i>Richardson</i> X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<div style="display: flex; justify-content: space-between; width: 100%;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>
Country	
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X <div style="float: right;">X</div>

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Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **E A RICHARDSON**

Company name **RECKITT BENCKISER**

Address **103-105 BATH ROAD**

Post town **SLOUGH**

County/Region **BERKSHIRE**

Postcode **S L 1 3 U H**

Country

DX

Telephone



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses



How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk


IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5		
Title*			
Full forename(s)	STUART ALAN		
Surname	KING		
Former name(s) ^②			
Country/State of residence ^③	U S A		
Nationality	BRITISH / AMERICAN		
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>7</div> <div>m</div> <div>0</div> <div>m</div> <div>2</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>1</div> </div>		
Business occupation (if any) ^④	DIRECTOR OF FINANCE, FOOD		

D2	Director's service address ^⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	THE COMPANY'S REGISTERED OFFICE		
Street			
Post town			
County/Region			
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>		
Country			

D3	Signature ^⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1		
Signature	<div> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>		

IN01 – continuation page

Application to register a company

Director

D1 Director appointments ^①																	
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5																	
Title*																	
Full forename(s)	ELLIOTT JAMES																
Surname	PENNER																
Former name(s) ^②																	
Country/State of residence ^③	U S A																
Nationality	CANADIAN																
Date of birth	<table border="1"><tr><td>d</td><td>2</td><td>d</td><td>6</td><td>m</td><td>0</td><td>m</td><td>3</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>0</td></tr></table>	d	2	d	6	m	0	m	3	y	1	y	9	y	6	y	0
d	2	d	6	m	0	m	3	y	1	y	9	y	6	y	0		
Business occupation (if any) ^④	PRESIDENT, FOOD PRODUCTS																

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.




④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ^⑤	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ^⑥				
I consent to act as director of the proposed company named in Section A1				
Signature	<table border="1"><tr><td>Signature</td><td></td><td>X</td></tr></table>	Signature		X
Signature		X		

⑥ Signature
The person named above consents to act as director of the proposed company.

The Companies Act 2006

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

THE R.T. FRENCH'S FOOD GROUP LIMITED

The Companies Act 2006

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

THE R.T FRENCH'S FOOD GROUP LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of subscriber

Reckitt Benckiser plc

SIGNED For Reckitt Benckiser plc

ELIZABETH ANNE RICHARDSON

 Secretary

DATED *11 September* 2013

The Companies Act 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

THE R.T FRENCH'S FOOD GROUP LIMITED

Registration No.

(Incorporated on:)

The Companies Act 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THE R T FRENCH'S FOOD GROUP LIMITED

Registration No

INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms and Interpretation

1 1 In these articles, unless the context requires otherwise

1 1 1 "**articles**" means the company's articles of association,

1 1 2 "**bankruptcy**" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

1 1 3 "**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

1 1 4 "**director**" means a director of the company, and includes any person occupying the position of director, by whatever name called,

1 1 5 "**document**" includes, unless otherwise specified, any document sent or supplied in electronic form,

1 1 6 "**electronic form**" has the meaning given in section 1168 of the Companies Act 2006,

1 1 7 "**fully paid**" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company,

1 1 8 "**hard copy form**" has the meaning given in section 1168 of the Companies Act 2006,

1 1 9 "**holder**" in relation to shares means the person whose name is entered in the register of members as the holder of the shares.

1 1 10 "**instrument**" means a document in hard copy form,

- 1 1 11 "**Model Articles**" mean 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 prior to the date of adoption of these Articles
- 1 1 12 "**ordinary resolution**" has the meaning given in section 282 of the Companies Act 2006,
- 1 1 13 "**paid**" means paid or credited as paid,
- 1 1 14 "**shareholder**" means a person who is the holder of a share.
- 1 1 15 "**shares**" means shares in the company,
- 1 1 16 "**special resolution**" has the meaning given in section 283 of the Companies Act 2006,
- 1 1 17 "**subsidiary**" has the meaning given in section 1159 of the Companies Act 2006.
- 1 1 18 "**writing**" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company

1.3 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of

1 3 1 any subordinate legislation from time to time made under it, and

1 3 2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation

2 Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares held by them

DIRECTORS' POWERS AND RESPONSIBILITIES

3 Directors' general authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

4 Shareholders' reserve power

4.1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action

4.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

5 Directors may delegate

5.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

5.1.1 to such person or committee,

5.1.2 by such means (including by power of attorney),

5.1.3 to such an extent,

5.1.4 in relation to such matters or territories, and

5.1.5 on such terms and conditions, as they think fit

5.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

5.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

DECISION-MAKING BY DIRECTORS

6 Unanimous decisions

6.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter

6.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing

6.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting

- 6.4** A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

7 Participation in directors' meetings

- 7.1** Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

7.1.1 the meeting has been called and takes place in accordance with the articles, and

7.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

- 7.2** In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

- 7.3** If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

8 Quorum for directors' meetings

- 8.1** At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

- 8.2** The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two

- 8.3** If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

8.3.1 to appoint further directors, or

8.3.2 to call a general meeting so as to enable the shareholders to appoint further directors

9 Directors' conflicts of interest

- 9.1** A director shall not be in breach of his duties under sections 171 to 177 and 182 of the Companies Act 2006 if he is connected with Reckitt Benckiser Group plc or any of its subsidiaries or otherwise owes a duty to a person which conflicts or might conflict with his duties as a director in making the decision or exercising the power

- 9.2** Where a director is in possession of Confidential Information which he believes would be materially relevant to his fellow directors in performing their functions as directors, the director shall

9.2.1 declare that fact to his fellow directors, and

9.2.2 take no part in any discussions or decisions of the directors where he believes that Confidential Information would or might be material to the exercise of the directors' powers or discretion, and

- 9.2.3 the director shall not be under a duty to disclose the Confidential Information to his fellow directors
- 9.3 For the purposes of this article, “**Confidential Information**” means information which a director acquires otherwise than in his capacity as a director and which he is prevented from disclosing to his fellow directors by reason of a duty of confidentiality owed to another party
- 9.4 In the case of any conflict of interest for the purposes of section 175 or 182 of Companies Act 2006, the directors may authorise any matter proposed to them in accordance with these articles which would otherwise involve a breach of duty by a director under that section including, without limitation, any matter which relates to a situation in which a director has, or could have, a direct or indirect interest which conflicts or possibly may conflict, with the interests of the Company
- 9.5 Any such authorisation will be effective only if
- 9.5.1 the matter has been proposed in writing for consideration at a meeting of the directors in accordance with their normal procedure or in such other manner as the directors may from time to time require,
- 9.5.2 any requirement as to quorum at the meeting at which the matter is considered is met without the director in question or in any other interested director, and
- 9.5.3 the matter was agreed to without their vote or would have been agreed if their votes had not been counted
- 9.6 The directors may make any such authorisation subject to any limits or conditions (whether at the time of giving the authorisation or afterwards) and may at any time vary or terminate such authorisation
- 9.7 For the purpose of these articles, a conflict of interest includes a conflict of interest and a conflict of duties

10 Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

11 Methods of appointing directors

- 11.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director
- 11.1.1 by ordinary resolution, or
- 11.1.2 by a decision of the directors

12 Termination of director's appointment

A person ceases to be a director as soon as

- 12.1.1** that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- 12.1.2** a bankruptcy order is made against that person,
- 12.1.3** a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 12.1.4** a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- 12.1.5** by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 12.1.6** notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

13 Directors' remuneration

- 13.1** Directors may undertake any services for the company that the directors decide
- 13.2** Directors are entitled to such remuneration as the directors determine
 - 13.2.1** for their services to the company as directors, and
 - 13.2.2** for any other service which they undertake for the company
- 13.3** Subject to the articles, a director's remuneration may
 - 13.3.1** take any form, and
 - 13.3.2** include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
- 13.4** Unless the directors decide otherwise, directors' remuneration accrues from day to day
- 13.5** Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

ALTERNATE DIRECTORS

14 Appointment and removal of alternate directors

14 1 Any director (other than an Alternate Director) may appoint as an alternate, any other director or any other person who is willing to act, to

14 1 1 Exercise that director's powers, and

14 1 2 To carry out that director's responsibilities.

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor

14.2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors

14.3 The notice must

14 3 1 identify the proposed alternate, and

14 3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

15 Rights and responsibilities of alternate directors

15.1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor

15 2 Except as the articles specify otherwise, alternate directors

15 2 1 are deemed for all purposes to be directors.

15 2 2 are liable for their own acts and omissions.

15 2 3 are subject to the same restrictions as their appointors, and

15 2 4 are not deemed to be agents of or for their appointors

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member

15.3 A person who is an alternate but not a director

15 3 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating),

15 3 2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and

15 3 3 shall not be counted as more than one director for the purposes of articles 15 3 1 and 16 3 2

- 15.4** A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present
- 15.5** An alternate may be paid expenses and may be indemnified by the company to the same extent as his appointor but shall not be entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company
- 16 Termination of alternate directorship**
- 16.1** An alternate director's appointment as an alternate terminates
- 16.1.1** when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate.
- 16.1.2** on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
- 16.1.3** on the death of the alternate's appointor, or
- 16.1.4** when the alternate's appointor's appointment as a director terminates

SECRETARY

17 Appointment of a Company Secretary

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

SHARE CAPITAL

18 The company's share capital

- 18.1** The share capital of the Company at the date of incorporation consists of an unlimited authorised share capital and issued share capital of £100 00 divided into 100 Ordinary shares of £1 00 each

19 Directors' authority to allot shares

- 19.1** Subject to section 551 of the Companies Act 2006, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper
- 19.2** The directors are authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum amount of 1,000,000 shares at the date of incorporation provided that the authority hereby given shall expire after 5 years unless previously renewed or varied save that the directors may, notwithstanding such expiry, 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 before the expiry of this authority

20 Disapplication of pre-emption rights

- 20.1** Section 561(1) of the Companies Act 2006 shall not apply to the allotment by the company of equity securities
- 20 2** 'Equity securities' and 'ordinary shares' shall have the same meanings as set out in section 560 of the Companies Act 2006
- 20 3** Words and expressions defined in or for the purposes of the said section 551 or the said section 561 shall bear the same meaning in this article

SHARES

21 All shares to be fully paid up

- 21.1** No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue
- 21 2** This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum

22 Powers to issue different classes of share

- 22.1** Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution

- 22.2** The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

23 Share transfers

- 23.1** Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor
- 23.2** No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- 23.3** The company may retain any instrument of transfer which is registered
- 23.4** The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- 23.5** The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

DIVIDENDS AND OTHER DISTRIBUTIONS

24 Procedure for declaring dividends

- 24.1** The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- 24.2** A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- 24.3** No dividend may be declared or paid unless it is in accordance with shareholders' respective rights
- 24.4** Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it
- 24.5** If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- 24.6** The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment
- 24.7** If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

25 No interest on distributions

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by

25.1.1 the terms on which the share was issued, or

25.1.2 the provisions of another agreement between the holder of that share and the company

26 Non-cash distributions

26.1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)

26.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution

26.2.1 fixing the value of any assets,

26.2.2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and

26.2.3 vesting any assets in trustees

27 Waiver of distributions

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if

27.1.1 the share has more than one holder, or

27.1.2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

CAPITALISATION OF PROFITS AND RESERVES

28 Authority to capitalise and appropriation of capitalised sums

28.1 The directors can, before recommending any dividend, set aside any profits of the Company and hold them in a reserve. The directors can decide to use these sums for any purpose for which the profits of the Company can lawfully be used. Sums held in a reserve can either be employed in the business of the Company or be invested. The

directors can divide the reserve into separate funds for particular purposes and alter the funds into which the reserve is divided. The directors can also carry forward any profits without holding them in a reserve

28.2 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution

28.2.1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and

28.2.2 appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions

28.3 Capitalised sums must be applied

28.3.1 on behalf of the persons entitled, and

28.3.2 in the same proportions as a dividend would have been distributed to them

28.4 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct

28.5 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct

28.6 Subject to the articles the directors may

28.6.1 apply capitalised sums in accordance with paragraphs (36.3) and (36.4) partly in one way and partly in another,

28.6.2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments). and

28.6.3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

ORGANISATION OF GENERAL MEETINGS

29 Attendance and speaking at general meetings

29.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

29.2 A person is able to exercise the right to vote at a general meeting when

- 29.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 29.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 29.3** The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 29.4** In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- 29.5** Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them
- 30 Quorum for general meetings**
- No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum
- 31 Chairing general meetings**
- 31.1** If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- 31.2** If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start
- 31.2.1 the directors present, or
- 31.2.2 (if no directors are present), the meeting,
- must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- 31.3** The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

VOTING AT GENERAL MEETINGS

32 Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

33 Errors and disputes

- 33.1** No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 33.2** Any such objection must be referred to the chairman of the meeting, whose decision is final

ADMINISTRATIVE ARRANGEMENTS

34 Means of communication to be used

- 34.1** Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company
- 34.2** Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 34.3** A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 34.4** A member whose registered address is not within the United Kingdom shall be entitled to have notices sent to him as if he were a member with a registered address within the United Kingdom

35 Company seals

- 35.1** Any common seal may only be used by the authority of the directors
- 35.2** The directors may decide by what means and in what form any common seal is to be used
- 35.3** Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 35.4** For the purposes of this article, an authorised person is
- 35.4.1** any director of the company,
 - 35.4.2** the company secretary, or
 - 35.4.3** any person authorised by the directors for the purpose of signing documents to which the common seal is applied

36 Records of decisions to be kept

36 1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

36.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

37 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

DIRECTORS' INDEMNITY AND INSURANCE

38 Indemnity

38 1 Subject to paragraph (38 2), a relevant director of the company or an associated company may be indemnified out of the company's assets against

38 1 1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

38 1 2 any liability incurred by that director 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).

38 1 3 any other liability incurred by that director as an officer of the company or an associated company

38.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

38 3 In this article

38 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

38 3 2 a "relevant director" means any director or former director of the company or an associated company

39 Insurance

39 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

39.2 In this article

39 2 1 a "relevant director" means any director or former director of the company or an associated company,

39 2 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director'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. and

39 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

OVERRIDING PROVISIONS

40 Shareholders' overriding powers

40.1 Any shareholder holding or any shareholders together holding shares carrying not less than 90 per cent of the votes which may be cast at a general meeting of the company may at any time and from time to time

40 1 1 appoint any person to be a director (whether to fill a vacancy or as an additional director),

40 1 2 remove from office any director howsoever appointed but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the company,

40 1 3 by notice to the company require that no unissued shares shall be issued or agreed to be issued or put under option without the consent of such member or members.

40 1 4 restrict any or all powers of the directors in such respects and to such extent as such member or members may by notice to the company from time to time prescribe

40 2 Any such appointment, removal, consent or notice shall be in writing served on the company and signed by the member or members. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of such member or members 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 directors

40.3 To the extent of any inconsistency, this article shall have overriding effect as against all other provisions of these articles

Name and Address of Subscriber

Reckitt Benckiser plc
103-105 Bath Road
Slough
Berkshire
SL1 3UH

SIGNED For Reckitt Benckiser plc

ELIZABETH ANNE RICHARDSON

Elizabeth Richardson Secretary

DATED 11 September 2013

WITNESS to the above signature

Signature *David George Whincup*

DATED 11 September 2013

Full Name DAVID GEORGE WHINCUP

Address 103-105 BATH ROAD.
SLOUGH, BERKSHIRE, SL1 3UH

Occupation COMPANY SECRETARIAL ASSISTANT