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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM

~~AND~~

Amended

ARTICLES OF ASSOCIATION

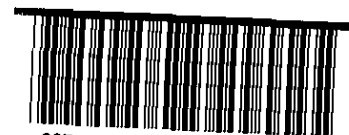
(Adopted by Special Resolution passed on 14 July 2000)

OF

UNITED BISCUITS (HOLDINGS) LIMITED

INCORPORATED ON 18TH MARCH, 1948
NO. 26184

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THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

UNITED BISCUITS (HOLDINGS) LIMITED

(as amended by Special Resolution passed on 2000)

1. The name of the Company is "UNITED BISCUITS (HOLDINGS) LIMITED".
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:
 - (1) To undertake and carry on the business of an investment lending and agency company.
 - (2)
 - (a) To invest the capital and other moneys of the Company in the purchase or to lend the same upon security of shares stocks debentures debenture stocks bonds mortgages obligations and securities of any kind issued or guaranteed by any company corporation or undertaking of whatever nature constituted or carrying on business in Great Britain or in any colony or dependency or possession thereof or in the United States of America or in any other foreign country or state and of debentures debenture stocks bonds obligations and other securities issued or guaranteed by any government sovereign ruler commissioners public body or authority supreme municipal local or otherwise whether at home or abroad.
 - (b) To acquire any such shares stocks and others before mentioned by subscription syndicate participation tender purchase exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

- (3) Generally to carry out all such operations and transactions (except the issuing of policies of assurance) as an individual capitalist may lawfully undertake and carry out.
- (4) To carry on either directly or by means of subsidiary companies in any part of the world all or any of the following trades or businesses namely:-
- (a) Manufacturers and producers of and wholesale and retail dealers in biscuits, cakes, cereals, and bread foodstuffs and provisions (whether solid or liquid) of every kind and description dry goods soft goods and furniture of all kinds and in particular but without limiting the generality of the foregoing the businesses of confectioners grocers drysalters bakers butchers general provision merchants greengrocers fishmongers owners and keepers of general and co-operative stores in all their respective branches tobacco and cigar dealers manufacturers of and dealers in all farinaceous foods and products stores consumable articles of all kinds tea coffee chocolate and other provisions aerated mineral and other waters and beverages medicines and medicinal products.
 - (b) The establishment of tea rooms restaurants and refreshment depots for the sale of bread cakes cereals and biscuits and other farinaceous foods and products tea coffee and other provisions and the businesses of hotel keepers inn-keepers beer public house and tavern keepers cafe proprietors licensed victuallers restaurant and lodging house keepers and dealers in all kind of foods and drinks food produce medicine and medicinal products ice confectionery sweets tobacco cigarettes smokers' requisites and all other commodities commonly dealt in or sold in connection therewith.
 - (c) Farmers graziers flour and corn merchants millers bakers canners jam and preserve manufacturers launderers printers dairy farmers poultry and pig breeders and dealers bacon curers dairymen tea and coffee planters cocoa growers timber growers ranch owners market gardeners wharfingers ship and trawler owners and managers and carriers by land sea or air motor garage proprietors and any other business or undertaking which is connected with the preparation manipulation and distribution of food food-stuffs and consumable articles.
- (5) To purchase or by other means acquire any freehold leasehold or other property for any estate or interest whatever and any rights privileges or easements over or in respect of any property and any real or personal property or rights whatsoever which

may be necessary or convenient for any of the businesses of the Company or may be conveniently used with or may enhance the value of any other property of the Company.

- (6) To build construct maintain alter enlarge pull down and remove or replace any buildings factories mills offices works wharves garages car parks airfields landing places roads railways tramways machinery engines walls fences banks dams sluices or watercourses and to clear sites for the same or to join with any person firm or company in doing any of the things aforesaid and to work manage and control the same or join with others in so doing.
- (7) To acquire construct manufacture maintain use and work railways tramways engines plant apparatus and material rolling stock wagons carriages motors lorries and appliances of all kinds ships barges boats and vessels of all kinds and to hire sell or otherwise deal with or dispose of the same.
- (8) To carry on in addition to the said trades and businesses any other trade business or employment manufacturing or otherwise which may seem to the Company capable of being conveniently carried on either in connection with or in addition to any business hereby authorised or otherwise calculated directly or indirectly to enhance the value of or render profitable any of the Company's property rights or business for the time being.
- (9) To carry on any business or branch of a business which this Company is authorised to carry on by means of or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any branch or business so carried on or for financing any such subsidiary company or a company which is directly or indirectly controlled by this Company or in which this Company holds a substantial interest or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business and to act as directors or managers of or to appoint directors or managers of any such subsidiary company or of any other company in which this Company is interested.
- (10) To carry on the business of manufacturers producers preparers and importers of and dealers in any articles or materials plant machinery apparatus equipment appliances

or things appertaining to or used for or in connection with any part of the Company's business or capable of being so used and to buy sell or otherwise deal with the same.

- (11) To apply for purchase or otherwise acquire any trade names or trade marks or any patents brevets d'invention licences registrations concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention or design which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop grant licences in respect of or otherwise turn to account or profit the property rights or information so acquired and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions designs secret processes or rights which the Company may acquire or propose to acquire.
- (12) To purchase or otherwise acquire all or any part of the business or property of any person firm association or company carrying on or (in the case of a company) formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and as the consideration for the same to pay cash or to issue any shares stocks or obligations of this Company and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.
- (13) To enter into partnership or into any arrangement whether perpetual or terminable for sharing profits union of interests joint-adventure reciprocal concession or co-operation with any person firm association or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit this Company or to prevent or minimise apprehended loss or damage or cost to this Company or to any such company as aforesaid and to purchase subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of or to lend money to guarantee the contracts engagements and obligations of subsidise or otherwise assist any such person firm association or company and to sell hold re-issue with or without guarantee or otherwise deal with such shares stock or securities.
- (14) To establish maintain develop extend subscribe to or subsidise any association institution or fund which may seem directly or indirectly conducive to the protection of the Company or the furtherance of its interests.

- (15) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business or the relations connections or dependants of any such persons and to establish or support associations institutions clubs funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company.
- (16) To sell exchange develop turn to account mortgage (with or without a power of sale) let on rent share of profit royalty or otherwise grant licences easements options servitudes and other rights over and in any other manner deal with or dispose of the undertaking property assets rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks shares whether fully or partly paid up debentures debenture stock or other obligations or securities of any other company.
- (17) To promote or form or join in promoting or forming at home or abroad any other company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or in which this Company is interested or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay the costs charges and expenses preliminary or incidental to the promotion formation establishment registration and advertising of any company formed for any purpose or carrying on any undertaking in which this Company is directly or indirectly interested and the issue of its capital or securities and to guarantee the payments of any debentures debenture stock or other securities issued by any such company and the interest thereon and the payment of interest or dividends upon the stock or shares of any such company.
- (18) To receive money on deposit or otherwise from to lend money with or without security to such persons and generally on such terms as may seem expedient and in particular to tenants and customers of and other persons having dealings with the Company and to guarantee the performance of contracts by any third persons or companies or the discharge of obligations or engagements of any kind by them.
- (19) To apply for and promote any Provisional Order or Act of Parliament for extending the powers of the Company or for enabling the Company to carry any of its objects into

effect or for effecting any modification of the Company's constitution and to oppose and resist and to contribute to the costs of opposing any Bill in Parliament or any proceedings application agitation or movement which may seem directly or indirectly adverse to the Company's interests.

- (20) To enter into any arrangements with any government or authority supreme municipal local or otherwise or with railway companies canal companies shipping companies dock companies commissioners carriers and other persons corporations or companies in any part of the world which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority or any such railway or other company person or corporation any rights privileges and concessions which may seem conducive to the Company's objects or any of them and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (21) To register the Company or constitute or incorporate it as an anonymous or other society or to procure it to be recognised in any foreign country or place.
- (22) To raise or borrow money and to secure the payment of any such moneys and interest thereon or the carrying out fulfilment or discharge of any contracts, engagements obligations or liabilities of the Company of any kind whatsoever (including guarantees for the discharge of any contracts or engagements of any third party) in such manner and on such terms as may seem expedient and for such purposes or any of them or any other purpose to issue debentures or debenture stock whether perpetual or otherwise and charged or not charged upon the whole or any part of the undertaking property and rights of the Company both present and future including its uncalled capital and to redeem or contract to redeem any such debentures or debenture stock or other security or obligation of the Company either at a premium or otherwise.
- (23) To draw make accept indorse discount execute and issue bills of exchange promissory notes debentures bills of lading charter parties warrants policies and other negotiable or transferable instruments or securities and to buy sell or otherwise deal in the same.
- (24) To remunerate (by cash or other assets or by the allotment of fully or partly paid shares or in any other manner) any persons firms associations or companies for services rendered or to be rendered in acting as trustees for debenture holders or debenture stock holders of the Company or for subscribing or agreeing to subscribe

whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares debentures debenture stock or other securities of the Company or of any company promoted by this Company or for services rendered in or about the formation or promotion of the Company or any company promoted by this Company or in introducing any property or business to the Company or in or about the conduct of the business of this Company or for guaranteeing payment of such debentures debenture stock or other securities and any interest thereon.

- (25) To distribute any of the property of the Company among the Members in specie and either by way of dividends or upon any return of capital.
- (26) To pay out of the funds of the Company all costs charges and expenses preliminary and incidental to the promotion formation establishment registration and advertising of the Company and the issue of its capital.
- (27) To do all or any of the above things in any part of the world and either as principals agents trustees contractors or otherwise and either alone or in conjunction with others and either by or through agents sub-contractors trustees or otherwise.
- (28) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- (29) While the Company remains a private company, and subject to the provisions of the Companies Act 1985, to give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985) for any such purpose as is specified in section 151(1) and/or 151(2) of that Act.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Acts 1909 to 1946 or any Act amending extending or re-enacting the same or to re-insure any risks under any class of assurance business to which those Acts apply.

And it is hereby declared that the word 'Company' in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause

shall except where otherwise expressed in such paragraphs be in nowise limited by reference to or inference from any other paragraph or the name of the Company but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. *The liability of the Members is limited.*
5. The share capital of the Company on incorporation was £3,500,000 divided into 3,500,000 shares of £1 each.

Note:

1. The capital of the Company as at the date of adopting of the amended Memorandum of Association is £188,500,000 divided into 650,000,000 ordinary shares of 29p each.
2. By ordinary resolution dated 26 June 2000, the authorised share capital of the Company was increased to £261,000,000 divided into 900,000,000 ordinary shares of 29p each.