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Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologies for any inconvenience this may cause.



Cert No. 1059
Personnel & Training



AWARDED FOR EXCELLENCE



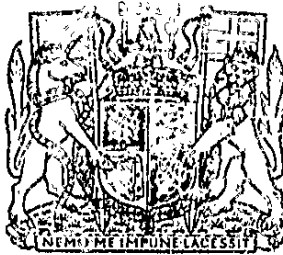
INVESTOR IN PEOPLE

CPM 4

Companies House is an Executive Agency of the Department of Trade and Industry

(DUPLICATE FOR THE FILE.)

No. 33020.



Certificate of Incorporation.

I hereby certify that

The Business Consultant and Development Company (Edinburgh) Limited

is this day incorporated under the Companies Act, 1948, and that this Company is Limited

SIGNED by me at Edinburgh, this Fifteenth day of April

One Thousand Nine Hundred and Fifty-eight

[Signature]
Registrar of Companies

Price - Two Pence.
G. L. STURROCK & ARMSTRONG

No. of Company

Form No. 41.

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on
application for registration of a Company.

Pursuant to Section 15(2).

Name of
Company

.....
The Business Consultant and Development Company

.....
(Edinburgh)..... Limited

Presented by

G.L. Sturrock & Armstrong,

S.S.C.,

15 Young Street,

Edinburgh.

10 APR 1958

EDINBURGH

REGISTERED

15 APR 1958

11226

W.G. 19248 Revell Ltd 2/55 TCP/JR

I, Alfred James Davis,
of 15 Young Street, Edinburgh,

Do solemnly and sincerely declare that I am (a) a Solicitor engaged in the
formation

of The Business Consultant and Development Company (Edinburgh)

Limited.

And that all the requirements of the Companies Act, 1948, in respect of matters pre-
cedent to the registration of the said Company and incidental thereto have been com-
plied with, And I make this solemn Declaration conscientiously believing the same to be
true and by virtue of the provisions of the Statutory Declarations Act, 1835,

Declared at Edinburgh

the ninth day of April

one thousand nine hundred and fifty-eight

before me

James G. G. G. G.
Notary Public (b) A Commissioner of Oaths.

Alfred James Davis

(a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") "engaged
in the formation," or "A person named in the Articles of Association as a
Director or Secretary."

(b) or Notary Public or Justice of the Peace.

NOTE.—This Margin is reserved for binding, and must not be written across.



The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

9 Memorandum of Association

16 10/10/58
— OF —

**THE BUSINESS CONSULTANT AND DEVELOPMENT COMPANY
(EDINBURGH) LIMITED**

1. The name of the Company is "THE BUSINESS CONSULTANT AND DEVELOPMENT COMPANY (EDINBURGH) 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 carry on business as bankers, capitalists, financiers and concessionaires, and to undertake, carry on and execute, and act as advisers and consultants in connection with, all kinds of financial, commercial, trading and other operations.
- (2) To carry on business as buyers, sellers, wholesalers, retailers, importers, exporters, preparers, dealers in and traders in, all kinds of commodities, articles, goods or things.
- (3) To acquire and hold shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities and obligations issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.



- (4) To acquire any such shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up 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, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (6) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- (7) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (8) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- (9) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid, or for any other lawful purpose

to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (10) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- (11) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (12) To lend money on any terms that may be thought fit and to give any guarantees that may be deemed expedient.

The undersigned hereby certifies that the above is a true and correct copy of the original as the same appears in the records of the undersigned.

To all whom these presents shall come, I, the undersigned, do hereby certify that the above is a true and correct copy of the original as the same appears in the records of the undersigned.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the undersigned at the City of New York, this 1st day of January, 1901.

10. To all of whom it shall come, I, the undersigned, do hereby certify that the above is a true and correct copy of the original as the same appears in the records of the undersigned.

11. To all of whom it shall come, I, the undersigned, do hereby certify that the above is a true and correct copy of the original as the same appears in the records of the undersigned.

12. To all of whom it shall come, I, the undersigned, do hereby certify that the above is a true and correct copy of the original as the same appears in the records of the undersigned.

13. To all of whom it shall come, I, the undersigned, do hereby certify that the above is a true and correct copy of the original as the same appears in the records of the undersigned.

14. To all of whom it shall come, I, the undersigned, do hereby certify that the above is a true and correct copy of the original as the same appears in the records of the undersigned.

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 intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £50,000 divided into 50,000 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Alastair Walker</i> <i>32, Melville St.</i> <i>Edinburgh, 3.</i> <i>Chartered Accountant</i>	<i>one.</i>
<i>Michael Joseph Rawlinson</i> <i>11 Waterloo Place</i> <i>London S.W.1.</i>	<i>One</i>
<i>Solutor</i>	

Dated this 9th day of April, 1958.

Witness to the above Signatures—

(C.W.P. GRUNDY)

Chas. Grundy

11, Waterloo Place,
London, S.W.1.

Solutor



The Companies Act, 1948.



COMPANY LIMITED BY SHARES.

C. G. 107-108

Articles of Association

— OF —

THE BUSINESS CONSULTANT AND DEVELOPMENT COMPANY (EDINBURGH) LIMITED

- 174/10*
1. The following Regulations and (subject as hereinafter provided) the Regulations contained in Part I of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall constitute the Regulations of the Company.
 2. Regulations 24, 53, 75, 87, 89, 90, 91 and 92 of Table "A" shall not apply to the Company.
 3. The Company is a private company and accordingly :—
 - (A) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.
 - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 4. The share capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each.

REGISTERED

42 ADDRESS 2

5. All shares for the time being created and unissued shall be under the control of the Directors, who may subject to the provisions of the Act, allot, grant options over, or otherwise deal with or dispose of the same to such persons (including any Directors) on such terms and conditions and at such time or times as the Directors may think fit.

6. The lien conferred by Regulation 11 of Table "A" shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

7. The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any share, whether or not it is a fully paid share.

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as is herein provided two members present in person or by proxy shall be a quorum.

9. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Regulation 54 of Table A.

10. A Resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more members.

11. At any General Meeting a poll may be demanded by any member present in person or by proxy and entitled to vote at the meeting, and Regulation 58 of Table "A" shall be modified accordingly.

12. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall be not less than two nor more than five.

13. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

14. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum

or by a Resolution passed at a Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

15. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Regulation 84 of Table "A" shall be modified accordingly.

16. A Director shall not retire by rotation and Regulations 93, 94, 95, 96 and 97 of Table "A" shall be modified accordingly.

17. Any Director may at any time appoint any person approved by the Directors to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any qualification but shall otherwise be subject to the provisions of these Articles with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all Meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company for the time being.

18. The proviso to Regulation 79 of Table A shall not apply to the Company.

19. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or

who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid: Provided that the Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this paragraph in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any other company as aforesaid or in favour of the wife, widow, family or dependants of any such person. A Director may be counted in the quorum present upon a motion in respect of any matter referred to in this paragraph and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Alastair Walker
32, Melville Street
Edinburgh, 3.
Chartered Accountant.

Michael Joseph Rawlinson
11 Waterloo Place
London S.W.1.
Solicitor

Dated this 9th day of April, 1958.

Witness to the above Signatures—

W. J. Gandy
11, Waterloo Place,
London, S.W.1.
Solicitor

No. of Company.....

.....
The Business Consultant and Development Company (Edinburgh) LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act,
1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or
fraction of £100—Section 41, Finance Act, 1933.)

.....
This Statement is to be filed with the Memorandum of Association, or other Document,
when the Company is registered.

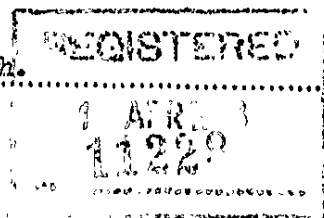
Presented for registration by G.L. Sturrock & Armstrong, S.S.C.,

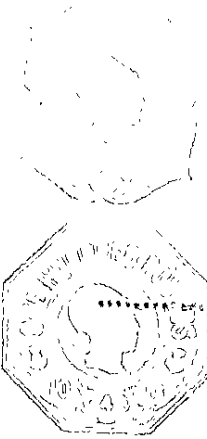
15 Young Street,
.....

Stamps
LCS 303.

Edinburgh.

WL27078/12307 Sm. 5/55 W.H.&S. Gp.601





The NOMINAL CAPITAL of The Business Consultant and Development

Company (Edinburgh) Limited,

is £ 50,000 divided into 50,000 Ordinary shares of £ 1

each.

Signature *A. Walker*

Description... Director.

Date... 9th April, 1958.

NOTE.—This margin is reserved for Binding, and must not be written across.

33017 15
[S. R.]
THE COMPANIES ACT, 1948.

Special Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

OF

The Business Consultant and Development Company

(Edinburgh)

COMPANY LIMITED.



Passed 8th May, 19 62 .

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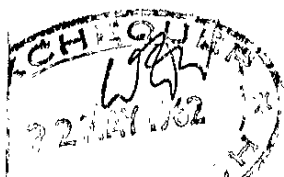
AT AN EXTRAORDINARY GENERAL MEETING of the Members of the said Company, after due notice specifying the intention to propose the following Resolution as a **Special Resolution** had been given, held at 6 Melville Crescent, Edinburgh 3 in the County of Midlothian on the Eighth day of May 19 62, the following **Special Resolution** was duly passed.

That the Articles of Association of the Company be altered as follows:—

(a) Articles 3, 6, 7 shall be deleted

(b) Article 2 shall be modified to read—

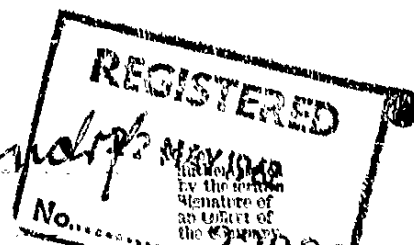
Regulations 53, 75, 89, 90, 91 and 92 of Table "A" shall not apply to the Company.



Signature

Officer

Andrew Calder
Secretary.



33022
16

in Safe

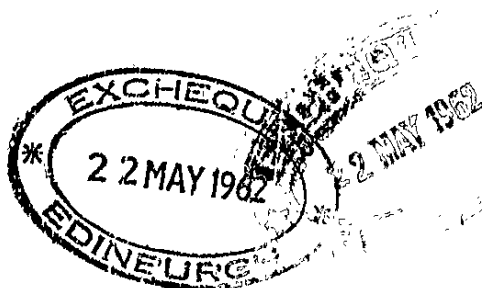
**BUSINESS CONSULTANT AND DEVELOPMENT
COMPANY (EDINBURGH) LIMITED**



ORDINARY RESOLUTION to increase Share Capital passed on 8th May, 1962 :

That the Share Capital of the Company be increased from £50,000
to £100,000 by the creation of 50,000 Shares of £1 each.

And A. O. Henry Secretary
Secretary



No. of
Certificate

3/19/48

Form No. 10.

1948.
THE COMPANIES ACT, 1929.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Notice of Increase in Nominal Capital

Pursuant to Section 63
52.



Name { The Business Consultant and Development Company
of {
Company { (Edinburgh) Limited.

NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by—

Walker & Walker, C.A.,

6 Melville Crescent,

EDINBURGH, 3.

TO THE REGISTRAR OF COMPANIES.

The Business Consultant and Development Company (Edinburgh)

Limited

hereby gives you notice,

63 1948
pursuant to Section 92 of The Companies Act, 1929, that by (a) an Ordinary

Resolution of the Company dated the Eighth day of May

19 62 the nominal Capital of the Company has been increased by the addition
thereto of the sum of £ 50,000 beyond the registered Capital of £ 50,000

The additional Capital is divided as follows:—

Number of Shares.

Class of Shares.

Nominal
Amount of
each Share.

50,000

Ordinary

£1

The conditions (e.g. voting rights, dividends, etc.) subject to which the new shares
have been or are to be issued are as follows:—

Equal with existing Ordinary Shares

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

(Signature)

Andrew A. Kennedy

(State whether Director
or Manager or Secretary.)

Secretary

Dated the 11th day of November 1962

No. of Company 33082

18
(Edinburgh)

COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

Walker & Walker, C.A.,

6 Melville Crescent, Edinburgh 3.

Stamps



The NOMINAL CAPITAL of....The Financial Consultant and.....

Development Company (Edinburgh).....Company, Limited,

has by a Resolution of the Company dated.....Eighth May, 1962.....

been increased by the addition thereto of the sum of £.....50,000....., divided into

.....50,000.....shares of £.....one.....each, beyond the Registered Capital of

.....Fifty Thousand Pounds (£50,000).....

Signature.....*Andrew Henry*.....

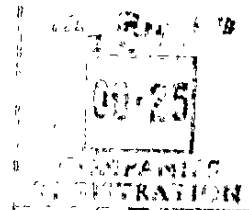
DescriptionSecretary.....

Date11 May 1962.....

This statement should be signed by an Officer of the Company.

NOTE.—This margin is reserved for Binding, and must not be written across.

33082
24



THE COMPANIES ACT 1948

EXTRA-ORDINARY RESOLUTION of The Business Consultant and
Development ^{COMPANY} Co. (Edinburgh) Ltd.

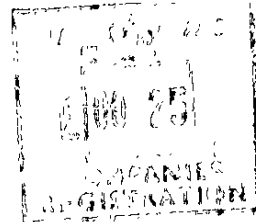
(Passed on 16th October, 1963)

At an Extraordinary General Meeting of the Members of The Business Consultant and Development Company (Edinburgh) Limited, duly convened and held in the Registered Office of the Company at Six Melville Crescent, Edinburgh on the Sixteenth day of October, 1963, the following Resolution was passed as a Special Resolution:-

That the name of the Company be changed
to "PATERSON'S SCOTTISH SHORTBREAD LIMITED"

And W. C. Hendry Secretary.

25



B

Reference : 20198/63/33022

BOARD OF TRADE,

COMPANIES ACT, 1948

Paterson's Business Consultant and Development Company Limited
(Edinburgh)

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

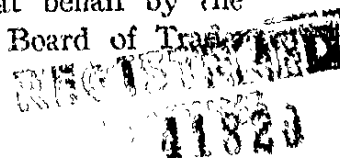
Paterson's Scottish Shortbread Limited

Signed on behalf of the Board of Trade

this Twenty-fourth day of October 1963.

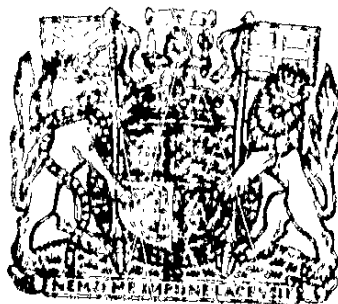
J. B. J. L. L. L.

Authorised on that behalf by the
President of the Board of Trade



33012.

FOR THE FIRM)



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Whereas

~~The Business Consultant and Development Company (Edinburgh) Limited~~

was incorporated as a limited company under the

~~Companies Act, 1948,~~

on the ~~Fifteenth~~ day of ~~April 1958~~

And whereas by SPECIAL RESOLUTION of the Company and with the approval of the BOARD OF TRADE it has changed its name,

Now therefore I hereby certify that the Company is a limited Company incorporated under the name of

~~Paterson's Scottish Shortbread Limited~~

Given under my hand at Edinburgh, this ~~Twenty-eighth~~ day of

~~October~~ One Thousand Nine Hundred and Sixty ~~three~~

Certified
received by

Date

W. J. Smith
Registrar of Companies

PATERSON'S SCOTTISH SHORTBREAD LIMITED



6 MELVILLE GRESSENT • EDINBURGH • 3
TELEPHONE • CALEDONIAN 5651 (5 LINES)

22nd June, 1964.

Dear Sir/Madam,

At the Annual General Meeting of the Company held on 19th June, 1964 it was resolved that 77,856 Ordinary Shares of 5/-d. each in the Capital of the Company be offered, in the first instance, to the existing shareholders of the Company at 5/-d. per Share in proportion to the Shares held by them at 28th May, 1964 and that any Shares not applied for should be allotted at the discretion of the Directors.

By virtue of the said resolution you are entitled to Shares of the new issue, which the Directors have allotted you, conditionally, upon your signing and returning before the 20th day of July next, the enclosed form of acceptance together with a cheque for £ You are at liberty to accept such number of the Shares, so conditionally allotted to you, as you may wish.

If you do not wish to accept all or any of the above Shares, you may return this notice to me, and may request an offer for so many of the Shares offered to but not taken up by you be sent to any person or persons whom you nominate. The Directors reserve the right to reject any nominee.

I have also to ask you whether you wish to subscribe to any of the surplus shares which may be at the Directors' disposal.

Should you not, before the said 20th July, 1964 apply for the Shares or nominate a person or persons to whom you wish the Shares offered, the Directors will assume that you have declined them and will, in terms of the resolution, dispose of them, at such times and to such persons as they think fit.

Yours faithfully,

Certified a true copy
Chas. D. Chisholm
Secretary

LONDON OFFICE: 13-17 NEW BURLINGTON PLACE • LONDON W1 • TELEPHONE REGENT 1176 (3 LINES)

DIRECTORS • ALASTAIR WALKER C.A. F.H.C.I. • T. M. WEDDERBURN W.S.C.A. • W. F. WALTON • H. DAVIS

29.284

If you wish to take up all the Shares provisionally allotted to you, you should complete Part I of the form.

If you are willing to take up any surplus Shares at the Directors' disposal, you should also complete Part II of the form.

If you do not wish to take up all or any of the Shares provisionally allotted you should complete Part III and if you desire to nominate someone to take up the Shares which you do not want, you should enter your nominee's name on Part III and have the Part IV completed and signed by the nominee.

DATE _____

To The Directors of:-
Paterson's Scottish Shortbread Ltd.,
6 Melville Crescent,
Edinburgh 3.

Dear Sirs,

PART I

I enclose herewith a cheque for £ _____ being payment for _____ new Ordinary Shares of 5/-d. each which have been provisionally allotted to me at the price of 9/-d. per Share. I hereby accept the said number of Shares and authorise you to place my name on the register in respect of them.

PART II

I offer to take up to _____ further Shares of this issue should any remain at the disposal of the Directors for allotment at the price of 9/-d. per Share.

PART III

I do not wish to take up _____ of the new Ordinary Shares of 5/-d. each provisionally allotted to me. I request the Directors of the Company to allot these Shares to _____ of _____ who has signed the appended application.

PART IV

I hereby apply for _____ new Ordinary Shares of 5/-d. each at a price of 9/-d. per Share. On hearing that the Directors of the Company are prepared to grant this application I shall send you a cheque for the purchase price of the Shares allotted to me.

Signature _____

Full Name _____

Address _____

NOTE:

If you wish to take up all the Shares provisionally allotted to you, you should complete Part I of the form.

If you are willing to take up any surplus Shares at the Directors' disposal, you should also complete Part II of the form.

If you do not wish to take up all or any of the Shares provisionally allotted you should complete Part III and if you desire to nominate someone to take up the Shares which you do not want, you should complete Part IV.

18022 / 35

THE COMPANIES ACT, 1948.

[S. R.]

~~Special~~ Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

OF

PATERSON'S SCOTTISH SHORTBREAD

COMPANY LIMITED.

Passed 19TH JUNE 1964.

The blanks in this heading may be filled up in writing.

AT AN ~~EXTRAORDINARY~~ GENERAL MEETING of the Members of the said Company, after due notice specifying the intension to propose the following Resolution as a ~~Special Resolution~~ had been given, held at 6 Melville Crescent, Edinburgh in the County of Midlothian on the nineteenth day of June 1964, the following ~~Special~~ Resolution was duly passed.

The Resolution to be printed herein unless the company is exempt under Sec. 129 of the Act when it may be signed by two directors. It should not be a separate paper filed hereto.

That the Capital of the Company be increased to £200,000 by the creation of 400,000 Ordinary Shares of 5/- each to be issued without distinctive numbers as the Directors of the Company may determine.

Signature Andrew Dickson SECRETARY

No. of Certificate } 33022 36

Form No. 10

THE COMPANIES ACT, 1948.

A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Notice of Increase in Nominal Capital

Pursuant to Section 63.

Name of Company { PATERSON'S SCOTTISH SHORTWEAVE Limited.

NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by—

Andrew D. Murray Secretary

Pateron's Scottish Shortweave Ltd.

6 Melville Crescent Edinburgh 3

No. of Company 33022

57

CPA

PATERSON'S SCOTTISH SHORTBREAD COMPANY, LIMITED

STATEMENT OF INCREASE OF NOMINAL CAPITAL PURSUANT TO S. 112
OF THE STAMP ACT, 1891

NOTE—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100 (Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (S. 5, Revenue Act, 1903).

The NOMINAL CAPITAL of the above-mentioned Company has by a Resolution of the Company

dated 19th June 1964 been increased by the addition thereto of the sum of £100,000 beyond the Registered Capital of £100,000.

Signature *And M. Chalmers*

Date 19th June 1964

Description Secretary

NOTE—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

And M. Chalmers Secretary.

PATERSON'S SCOTTISH SHORTBREAD LTD.
6 KIRKLAND GREEN

No. of Company **33022-39**

Particulars of a Contract Relating to Shares allotted as Fully or Partly Paid Up otherwise than in Cash

Pursuant to Section 52(2)
The Companies Act, 1948

Name
of
Company

PATERSON'S SCOTTISH SHORTREAD LIMITED

The particulars must be stamped with the same stamp duty as would have been payable if the Contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount pursuant to Section 34, Finance Act 1953. (see space overleaf)

NOTE: This material is reserved for binding, and must not be written across.

(1) The number of shares allotted as fully or partly paid up otherwise than in cash	324,400												
(2) The nominal amount of each such share	£ 5/-												
(3) The amount to be considered as paid up on each such share otherwise than in cash	£ 5/-												
(4) If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in (5), state the nature of such consideration, and the number of shares so allotted	Bonus Issue of 1 share of 5/- each for every share of 5/- each held by the members of the Company.												
(5) If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of such property, and full particulars of manner in which the purchase price is to be satisfied	<table border="1"><tr><td>(1) Brief description of property</td><td></td></tr><tr><td>(2) Purchase Price</td><td>£</td></tr><tr><td>(a) Total amount considered as paid on.....shares allotted otherwise than in cash</td><td>£</td></tr><tr><td>(b) Cash</td><td>£</td></tr><tr><td>(c) Amount of debt released or liabilities assumed by the purchaser (including mortgages on property acquired)</td><td>£</td></tr><tr><td>Total purchase price</td><td>£</td></tr></table>	(1) Brief description of property		(2) Purchase Price	£	(a) Total amount considered as paid on.....shares allotted otherwise than in cash	£	(b) Cash	£	(c) Amount of debt released or liabilities assumed by the purchaser (including mortgages on property acquired)	£	Total purchase price	£
(1) Brief description of property													
(2) Purchase Price	£												
(a) Total amount considered as paid on.....shares allotted otherwise than in cash	£												
(b) Cash	£												
(c) Amount of debt released or liabilities assumed by the purchaser (including mortgages on property acquired)	£												
Total purchase price	£												

Paterson's Scottish Shortread Ltd

REGISTERED
230222

(6) Give particulars, in the form of the following table, of the property subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads

	£	s.	d.
Legal Estates in Freehold Property and Fixed Plant and Machinery and other Fixtures thereon (a)			
Legal Estates in Leasehold Property (a)			
Fixed Plant and Machinery on Leasehold Property (including Tenants' Trade and other Fixtures)			
Equitable Interests in Freehold or Leasehold Property (a)			
Loose Plant and Machinery, Stock-in-Trade and other Chattels (No Plant and Machinery which was not in actual state of severance on the date of the Sale should be included under this head.)			
Goodwill and Benefit of Contracts			
Patents, Designs, Trade Marks, Licences, Copyrights, etc.			
Book and other Debts			
Cash in Hand and at Bank on Current Account, Bills, Notes, etc.			
Cash on Deposit at Bank or elsewhere			
Shares, Debentures and other investments			
Other property, viz.			
(a) Where such properties are sold subject to mortgage, the gross value should be shown.			

Space for any appropriate certificate pursuant to Section 34, Finance Act, 1958. If such a certificate is given this form must be signed by the persons to whom the shares have been allotted, as well as by an officer of the Company.

Signature James Henderson

State whether Director or Secretary. Secretary

Dated the 2nd day of July 1964

Note: This margin is reserved for binding, and must not be written across.

No. of
Company **33022**

Form No. 28.

THE COMPANIES ACT, 1948.

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or
CONVERSION into STOCK or SHARES, specifying the SHARES
so Consolidated, Divided, Sub-Divided, or Converted into
Stock, or of the Re-Conversion into Shares of Stock,
specifying the Stock so re-converted, or of the Redemption
of Redeemable Preference Shares or of the Cancellation of
Shares (otherwise than in connection with a reduction of
share capital under Section 66 of the Companies Act, 1948).

Pursuant to Section 62.

Name of }
Company } **PATERSON'S SCOTTISH SHORTBREAD** Limited.

Presented by

Andrew A. Eldersley, Secretary
REGISTERED
Paterson's Scottish Shortbread Ltd.
6 Melville Crescent
31064

TO THE REGISTRAR OF COMPANIES.

~~The~~

PATERSON'S SCOTTISH SHORTHREAD

COMPANY, LIMITED

hereby gives you notice in accordance with Section 62

of the Companies Act, 1948, that *each of the 31,100 issued*
Ordinary Shares of £1 each is divided into four Ordinary
Shares of 5/- each without distinctive numbers.

(Signature)

And O'Chenody

(State whether Director,
Manager or Secretary)

Secretary.

Dated the

19th

day of

June

1948

33022
44

THE COMPANIES ACT, 1948.

ORDINARY ~~Special~~ Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

OF
PATERSON'S SCOTTISH SHORTBREAD

~~COMPANY~~ LIMITED.

Passed 30TH JUNE 1965.

The blanks in
this heading
may be filled
up in writing.

AT an ~~Extraordinary~~ ^{ORDINARY} GENERAL MEETING of the Members of the said Company,
after due notice specifying the intention to propose the following Resolution as a ^{ORDINARY}
~~Special~~ Resolution had been given, held at 6 MELVILLE CRESCENT, EDINBURGH
in the County of MIDLOTHIAN on the 30TH
day of JUNE 1965, the following ^{ORDINARY}
~~Special~~ Resolution
was duly passed.

The Resolution
to be printed
hereon unless
the company
is exempt
under Sec. 129
of the Act
when it may
be typed
hereon. It
should not be
a separate
paper fixed
hereto.

That the Capital of the Company be increased to £250,000
by the creation of 200,000 Ordinary Shares of 5/-d. each.

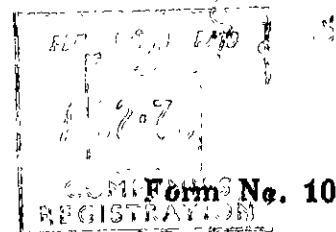
Signature

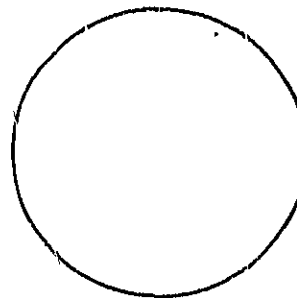
Officer

And O.C. Dunlop
Secretary

REGISTERED
an Officer of
the Company.
8 JUL 1965

33022





Notice of Increase in Nominal Capital

Pursuant to Section 63.

Name { PATERSON'S SCOTTISH SHORTBREAD
of {
Company { _____ Limited.

NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by—

Paterson's Scottish Shorthair 744
6 Melville Crescent
Edinburgh.

REGIST

TO THE REGISTRAR OF COMPANIES

PATERSON'S SCOTTISH SHORTBREAD LTD

_____ hereby gives you notice,
pursuant to Section 63 of The Companies Act, 1948, that by (a) ORDINARY
Resolution of the Company dated the 30TH day of JUNE
19 65 the nominal Capital of the Company has been increased by the addition
thereto of the sum of £ 50,000 beyond the registered Capital of £ 200,000

The additional Capital is divided as follows:—

<u>Number of Shares.</u>	<u>Class of Shares.</u>	<u>Nominal Amount of each Share.</u>
<u>200,000</u>	<u>Ordinary.</u>	<u>5/-</u>

The conditions (e.g. voting rights, dividends, etc.) subject to which the new shares
have been or are to be issued are as follows:—

as for existing share capital.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

(Signature) And O. Kennedy

(State whether Director
or Manager or Secretary.)

Secretary

No. of Company **33022**

49

PATERSON'S SCOTTISH SHORTBREAD

COMPANY, LIMITED

**STATEMENT OF INCREASE OF NOMINAL CAPITAL PURSUANT TO S. 112
OF THE STAMP ACT, 1891**

(NOTE—The Stamp Duty on an increase of Nominal Capital is ten shillings for every £100 or fraction of £100 under Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (S. 5, Revenue Act, 1903).

The NOMINAL CAPITAL of the above-mentioned Company has by a Resolution of the Company

dated 30th June 1965 been increased by the addition thereto of the sum

of £ 50,000 beyond the Registered Capital of £ 200,000

Signature

And O'Kendry

Date

7th July 1965

Description

Secretary

NOTE—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

And O'Kendry

*Secretary, Paterson's Scottish Shortbread
6 Melville Crescent*

REGISTERED

SPECIAL RESOLUTION

(Pursuant to Companies Act, 1948, s. 141 (2).)

OF

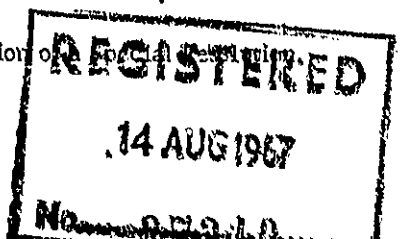
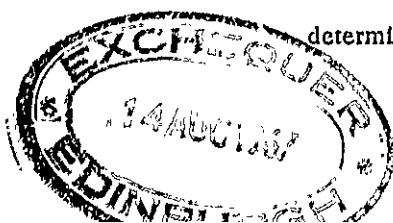
PATERSON'S SCOTTISH SHORTBREAD LIMITED

PASSED 25th JULY 1967

AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, after the notice specifying the intention to propose the following Resolution as a SPECIAL RESOLUTION had been given, held at 6 Melville Crescent, Edinburgh, in the County of Midlothian on the Twenty-fifth day of July 1967, the following SPECIAL RESOLUTION was duly passed.

That the Articles of Association of the Company be altered as follows:-

- (i) By adding in Article 2 immediately after the word "Regulations" the figures "2, 3, 44" and immediately after the figures "75" the figures "79".
- (ii) By deleting Article 4 and substituting therefor the following new Article 4:-
"4. The share capital of the Company is £500,000 divided into 2,000,000 Ordinary Shares of 5s. each."
- (iii) By adding immediately after Article 4 the following new Articles 4(a) and 4(b):-
"4(a) Subject to the provisions of the Companies Act 1948 and of these Articles any shares may be issued with such preferential, deferred, qualified, or other special rights, privileges or conditions whether in regard to dividend voting return of capital or otherwise, as the Company may from time to time by Special Resolution or direct, or, failing such direction, as the Directors shall by resolution determine. Any preference share may, with the sanction of a Special Resolution,



be issued on the terms that it is, or at the option of the Company is liable, to be redeemed."

(4(b) Without the sanction of a Special Resolution no options shall be granted by the Directors over or in respect of any unissued shares in the capital of the Company otherwise than to the holders of the Ordinary Shares in proportion to their holdings."

(iv) By deleting Article 5 and substituting therefor the following new Article 5:-

"5. The Company in General Meeting may from time to time whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not by Special Resolution increase its share capital by such sum to be divided into shares of such amount as the Resolution shall prescribe."

(v) By adding immediately after Article 5 the following new Article 5(a):-

(5(a)(i) Unless otherwise determined by Special Resolution of the Company passed in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the Ordinary Shareholders in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined. After the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, any shares not so accepted shall be offered to the holders who have accepted all the shares to which they are entitled, and who, if more than one, shall be entitled to subscribe for the shares not so taken up as aforesaid in proportion to the number of Ordinary Shares held by each of them respectively. After the above procedures have been exhausted, the Directors may, subject to the provisions of these Articles, dispose of any shares still not taken up in such manner as they think most beneficial to the Company. The Directors may, in

like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot, in the opinion of the Directors, be conveniently offered in manner hereinbefore provided;

(ii) Subject to the foregoing and to the other provisions of these Articles any unissued shares shall be under the control of the Directors, who may allot and issue the same to such persons (including any Director) on such terms and conditions and at such times as they shall in their absolute discretion think fit but so that no shares shall be issued at a discount, except in accordance with Section 57 of the Companies Act 1948. "

(vi) By deleting in Article 12 the words "nor more than five".

(vii) By adding immediately after Article 13 the following new Article 13(a):-

(13(a)(i) So long as Noble Lowndes Annuities Limited shall hold at least 25 per centum of the issued Ordinary Shares of St. Andrew Industrial Finance Limited and either shall:-

(a) be the holder of Debentures totalling £60,000 issued by St. Andrew Industrial Finance Limited or

(b) be the holder of £200,000 9% Convertible Debenture Stock 1975 issued by the Company (or the holder of the amount of Stock for the time being outstanding thereunder)

it shall be entitled to appoint two Directors of the Company. Any such appointment shall be effected by notice in writing signed on behalf of the appointer and left at the registered office of the Company or produced to a meeting of the Directors. By like notice Noble Lowndes Annuities Limited may remove such Director at any time and from time to time and appoint any other person as a Director in place of the Director so removed or who has died or vacated office;

(ii) A Director appointed by Noble Lowndes Annuities Limited shall hold office until he is removed as provided above or dies or vacates office and neither the

Directors nor the Company shall have any power to fill any vacancy occurring in the office of a Director appointed by Noble Lowndes Annuities Limited;

(iii) On repayment or conversion in full of the said Debentures by St. Andrew Industrial Finance Limited and on redemption of the said Stock issued by the Company one of the Directors appointed by Noble Lowndes Annuities Limited shall automatically vacate his office and henceforth Noble Lowndes Annuities Limited so long as it holds at least 15 per centum of the issued Ordinary Shares of the Company shall be entitled to appoint one Director."

(viii) By deleting Article 18 and substituting therefor the following new Article 18:-

"18. The Directors may with the sanction of a General Meeting, but not otherwise, from time to time raise and borrow on mortgage of any of the property of the Company, including its uncalled capital, or such other securities as they may think fit any sum or sums, but nothing herein contained shall require a bona fide member of the Company to ascertain if this limit has been or is about to be exceeded.

2nd August 1967.

Andrew C. Denney
Secretary.

33022
62



THE COMPANIES ACT 1948

ORDINARY RESOLUTION

OF

PATERSON'S SCOTTISH SHORTBREAD LTD. ^{LIMITED}

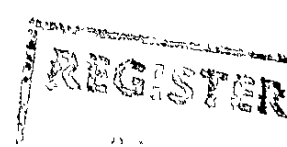
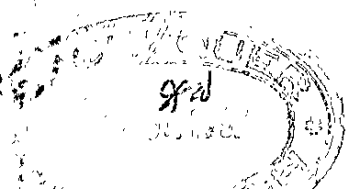
Passed 25th July, 1967

At an Extraordinary General Meeting of Members of the said Company, after the notice specifying the intention to propose the following Resolution as an ORDINARY RESOLUTION had been given, held at 6 Melville Crescent, Edinburgh in the County of Midlothian on the twenty-fifth day of July, 1967, the following Ordinary Resolution was duly passed :-

That the Capital of the Company be increased to £500,000 by the creation of 1,000,000 Ordinary Shares of 5/- each, such new shares to rank pari passu in all respects with the existing Ordinary Shares in the Capital of the Company.

11 August 1967.

And O'Brien
Secretary.



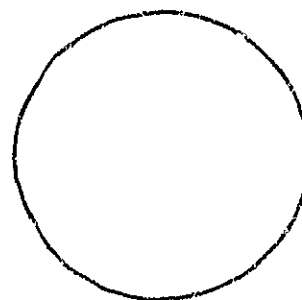
No. of
Certificate

3382

63

Form No. 20

THE COMPANIES ACT, 1948.



A 6/-
Companies
Registration
Fees Stamp
must be
impressed
here.

Notice of Increase in Nominal Capital

Pursuant to Section 63.

Name of Company { PATERSON'S SCOTTISH SHORTHORNED Limited.

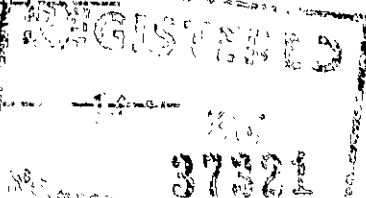
NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by—

Walker & Walker C.A.

6 Waterloo Crescent

Edinburgh



TO THE REGISTRAR OF COMPANIES

PATERSON'S SCOTTISH SHOTDRUM LIMITED

_____ hereby gives you notice,
pursuant to Section 63 of The Companies Act, 1948, that by (a) ORDINARY

Resolution of the Company dated the 25TH day of JULY

19 67 the nominal Capital of the Company has been increased by the addition
thereto of the sum of £ 250,000 beyond the registered Capital of £ 250,000

The additional Capital is divided as follows:—

Number of Shares.

Class of Shares.

Nominal
Amount of
each Share.

1,000,000

Ordinary

5/-

The conditions (e.g. voting rights, dividends, etc.) subject to which the new shares
have been or are to be issued are as follows:—

*To rank pari passu in all respects with
the existing Shares in the capital of the
Company.*

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

(Signature) _____

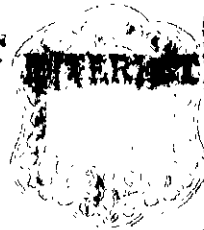
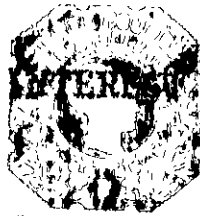
Andrew C. Denby

(State whether Director
or Manager or Secretary.)

Secretary

No of Company 33022.

64



PATERSON'S SCOTTISH SHORTREAD COMPANY, LIMITED

STATEMENT OF INCREASE OF NOMINAL CAPITAL PURSUANT TO S. 112
OF THE STAMP ACT, 1891

NOTE—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100 (Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (S. 5, Revenue Act, 1903).

The NOMINAL CAPITAL of the above-mentioned Company has by a Resolution of the Company

dated 25th July 1967. been increased by the addition thereto of the sum

of £ 250,000 beyond the Registered Capital of £ 250,000.

Signature Andrew Kennedy

Date 25 July 1967.

Description Secretary

NOTE—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

Walter Walker C.A.

6 Melville Crescent

Glasgow, S.

THE COMPANIES ACT, 1948.

Special Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

OF

PATERSON'S SCOTTISH SHORTBREAD LIMITED

COMPANY LIMITED.

Passed 18th August, 1970.

The Blanks in
this heading
may be filled
up in writing.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
after due notice specifying the intention to propose the following Resolution as a
Special Resolution had been given, held at Edinburgh
in the County of Midlothian on the 18th
day of August, 1970, the following **Special Resolution**
was duly passed.

The Resolution
to be printed
hereon unless
the company
is exempt
under Sec. 129
of the Act
when it may
be typed
hereon. It
should not be
a separate
paper filed
hereto.

"The borrowing by the Company of £150,000 (or such greater sums as Noble Lowndes Annuities Ltd. of 32 Lowndes Street, London, may agree to lend to the Company, but not in excess of £350,000) made by the Directors on the 30th day of July, 1970, and the sealing, execution, and delivery to the said Noble Lowndes Annuities Ltd. of (i) a Minute of Agreement between the said Noble Lowndes Annuities Ltd., the Company, J. Paterson & Son Ltd., and Cotswold Confections Ltd. and (ii) a Floating Charge by the Company to the said Noble Lowndes Annuities Ltd. over all the Company's undertaking and assets, present and future (including uncalled capital), such borrowing bearing interest at 3% above the Bank Rate, from time to time, and being repayable on demand, (which borrowing and granting of securities were *ultra vires* the Directors) be hereby approved, ratified, and confirmed."

Signature

Officer

Andrew Dickson
Secretary

authenticated
by the written
signature of
an Officer of
the Company.

2. 2. 84

AAC/HW/51/3

15th May, 1972

Registrar of Companies,
102 George Street,
EDINBURGH, 2.

Dear Sirs,

Company No. 33022

This Company submitted a notice of the passing of a Special Resolution on 18th August, 1970. It has been discovered that this Resolution was described as a Special Resolution in error on the Notice lodged with you. This, in fact was passed as an Ordinary Resolution, and I shall be obliged if you will alter the Company's file accordingly.

Yours faithfully,

Arthur A. C. Hendry

Arthur A. C. Hendry,
Director and Secretary



33072/109

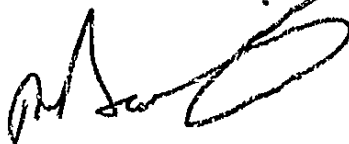
R

PATERSON'S SCOTTISH SHORTBREAD LIMITED

AT an Extraordinary General Meeting of the above named Company duly convened and held at Bucklersbury House 83 Cannon Street London E.C.4. on Friday the 25th day of August 1972 at 11.30 a.m. the sub-joined Resolution was duly passed as a Special Resolution

RESOLUTION

That the Regulations contained in the printed document produced at the Meeting and for the purpose of identification signed by the Chairman thereof 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 all existing Articles of the Company.



Chairman

No.
The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

New Articles of Association

of
PATERSON'S SCOTTISH SHORTBREAD LIMITED

Incorporated the

Simmons & Simmons,
Solicitors,
14, Dominion Street,
London EC2M 2RJ

Ref. R.7825/CD/CID.xd.CD

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

New Articles of Association

of

PATERSON'S SCOTTISH SHORTBREAD LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 5, 24, 53, 75, 77, 79, 88 to 94 (inclusive), 99 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 5 inclusive of Table A, Part II, shall constitute the regulations of the Company.

SHARES

3. The shares in the capital of the Company shall be at the disposal of the Directors, who may allot or otherwise dispose of them subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

TRANSMISSION OF SHARES

4. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETING

5. One member present in person or by proxy and having the right to vote at the meeting may demand a poll and regulation 58 of Table A, Part I shall be amended accordingly.

6. A proxy shall be entitled to one vote on a show of hands and regulation 62 of Table A, Part I, shall be amended accordingly.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than twelve in number.

8. It shall not be necessary for any Director of the Company to be a shareholder.

9. The Directors shall be entitled to be refunded their reasonable and proper expenses incurred in and about the business of the Company including travelling, hotel and other incidental expenses of attending Board Meetings or Meetings of any committee or of visits on the Company's business, and the Directors shall have power in addition to refunding expenses to agree on annual allowances to cover entertainment and other similar expenses incurred for the benefit of the Company.

BORROWING POWERS

10. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party.

POWERS AND DUTIES OF DIRECTORS

11. Notwithstanding a Director is interested in any contract or arrangement with the Company he shall be counted for the purpose of a quorum at any meeting at which the same is considered and shall be entitled to vote thereon, and paragraphs (2) and (4) of regulation 84 of Table A, Part I, shall be amended accordingly. The quorum necessary for the transaction of business of Directors shall be two.

12. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and regulation 86 of Table A, Part I, shall be amended accordingly.

13. Any Director may from time to time appoint any person who is approved by the other Directors to be an Alternate or Substituted Director. The appointee while he holds office as an Alternate Director shall be entitled to notice of the meetings of the Directors and to attend and vote thereat as a Director in the absence of the Director appointing him but he shall not require any qualification and shall not be entitled to be remunerated as a Director otherwise than out of the remuneration of the Director appointing him. An appointment so made may be revoked at any time by the appointor and shall cease if the appointor ceases to be a Director. An appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company.

14. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by the regulations of the Company for the time being vested in or exercisable by the Directors generally.

15. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad, in such manner as they think fit, and the provisions contained in the three next following Articles and in regulations 82 and 83 of Table A, Part I, shall be without prejudice to the general powers conferred by this Article.

16. The Directors from time to time, and at any time, may establish any local boards or agencies for managing any of the affairs of the Company in any such specified locality, and may appoint any persons to be members of such local board, or any managers or agents, and may fix their remuneration. And the Directors from time to time and at any time, may delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Directors other than the power of making calls, and may authorise the members for the time being of any such local board, or any of them, to fill up any vacancies therein, and to act notwithstanding vacancies; and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation.

17. The Directors may at any time, and from time to time, by power of attorney under the Company's seal appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the regulations of the Company), and for such period and subject to such conditions as the Directors may from time to time think fit; and any such appointment may (if the Directors think fit) be made in favour of the members of any of the members of any local board.

established as aforesaid, or in favour of any company, or of the members, directors, nominees or managers of any company or firm, or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors; and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney or attorneys as the Directors may think fit.

18. Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated :-

- (1) If by notice in writing to the Company he resigns the office of Director
- (2) If he ceases to be a Director by virtue of Section 182 of the Act
- (3) If he becomes bankrupt or enters into any arrangement with his creditors
- (4) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act
- (5) If he becomes of unsound mind
- (6) If he be removed from office under regulation 96 of Table A, Part I.
- (7) If he be requested in writing by all his co-Directors to resign

20. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

21. (i) So long as Hill Samuel Life Assurance Limited (formerly Noble Lowndes Annuities Limited and in this Article called "Samuel Life") shall be owed £200,000 or more by the Company Samuel Life shall be entitled to appoint one Director of the Company. Any such appointment shall be effected by notice in writing signed on behalf of the Appointor and left at the registered office of the Company or produced to a Meeting of the Directors. By like notice Samuel Life may remove such Director at any time and from time to time and appoint any other person as a Director in place of the Director so removed or who has died or vacated office.

(ii) A Director appointed by Samuel Life shall hold until he is removed as provided above or dies or vacates office or until the Company discharges all amounts owed by it to Samuel Life and neither the Directors nor the Compan

shall have any power to fill any vacancy occurring in the office of a Director appointed by Samuel Life.

ROTATION OF DIRECTORS

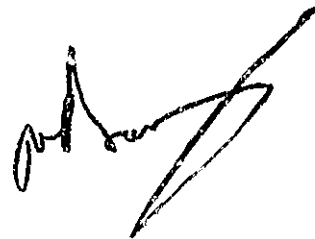
22. The Directors shall not be liable to retire by rotation, and accordingly in each of regulations 95 and 97 of Table A, Part I, the second sentence thereof shall be deleted.

23. The second sentence of regulation 107 of Table A, Part I, shall be deleted and there shall be inserted in substitution therefor the following words :-

"The appointment of a Director so appointed shall be automatically determined if he ceases from any cause to be a Director."

24. Without prejudice to the provisions of regulation 96 of Table A, Part I, the Company may by Extraordinary Resolution remove any Director from his office.

25. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company or by the Board of Directors, in any books, records, accounts, or documents relating to the business of the Company, and to certify copies thereof and extracts therefrom as true copies or extracts; and where any books, records, accounts or documents are elsewhere than at the Company's head office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.



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MINUTE OF EXTRAORDINARY GENERAL
MEETING OF PATERSON'S SCOTTISH
SHORTBREAD LIMITED

Chairman: Arthur A. C. Hendry, C.A.

The necessary quorum of members being represented in person or by proxy the following resolutions were passed as Ordinary Resolutions:-

Resolution No. 1 That the sum of £81,540 being as to £24,111 the sum standing at the credit of the Share Premium Account and as to £57,429 being the sum standing at Credit of the Capital Reserve Fund of the Company be Capitalised and that the same be applied in paying up in full 326,160 Ordinary Shares of 25p each, such shares to be allotted and distributed, credited as fully paid to and among the persons who are registered as holders of the Ordinary Shares of the Company at the closing of the books of the Company on 10th day of July 1973.

Resolution No. 2 That 523,840 Ordinary Shares of 25p each be offered to the members of the Company at the close of business on 10th July 1973 at a price of 30p per share payable in full on acceptance, the new Shares ranking pari passu in all respects with the existing Ordinary Shares of the Company.

Certified a true copy of the Minute.

Arthur A. C. Hendry
Chairman

AA

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PATERSON'S SCOTTISH SHORTBREAD LIMITED

Passed 8th day of June 1978

AT an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at the Caledonian Hotel Edinburgh on Thursday the eighth day of June 1978 the following Resolutions were duly passed:-

AS SPECIAL RESOLUTIONS

1. That the provisions of the Memorandum of Association with respect to the objects of the Company be and are hereby altered by deleting sub-clause (1) of Clause 3 and by substituting in lieu thereof the following new sub-clause (1)
"(1) To carry on the business of a baker or bakers, confectioners, pastrycooks, manufacturers of and dealers in bread, flour, yeast, biscuits, Alimentary compounds of all kinds, sugar, cake, confectionery, sweets, foods, garden and dairy produce of all kinds, cooked and uncooked meat or other foods, and in particular potato crisps, vegetables, fruit, milk, cream, butter, cheese, poultry and eggs, cake and butter factors and salasson, corn and flour merchants and colliers, ice and ice cream merchants, poultry and general provision merchants, warehousemen, carriers, brokers, store keepers, delivery men and general supply society: and to transact all kinds of import and manufacturers' agency business in dealing with such goods and to construct and acquire and establish offices, buildings, factories and bakeries, machinery or appliances suitable for carrying on all or any of the said trades or businesses."

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AS ORDINARY RESOLUTIONS

2. That all prior ultra vires acts of the Company (if any) be hereby ratified. WMA

AS ORDINARY RESOLUTIONS

3. That the capital of the Company be increased to £520,000.00 by the creation of 2,000,000 New Ordinary Shares of 1p. each.
4. That on the recommendation of the Board it is desirable to capitalise the sum of £20,000.00 standing to the credit of the Company's Share Premium Account and accordingly the Board be authorised and directed to appropriate such sum to the holders of the existing issued Ordinary Shares of 25p. each registered at the commencement of business on this day in the proportions in which profits would have been divisible amongst them had the same been applied in paying dividends and to apply such sum in paying up in full the 2,000,000 unissued New Ordinary Shares of 1p. each in the Capital of the Company such shares to be allotted distributed credited as fully paid up to and amongst the said holders of ordinary shares in the proportions aforesaid and that such distribution be made by letters of allotment renounceable within such period as the Board shall determine.

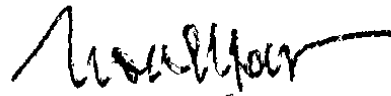
AS SPECIAL RESOLUTIONS

5. That on the allotment of the 2,000,000 New Ordinary Shares of 1p. each pursuant to the preceding resolution all the existing 2,000,000 Ordinary Shares of 25p. each shall stand converted into Non-Voting Deferred Shares of 25p. each and the rights and privileges attaching to the New Ordinary Shares and the Non-Voting Deferred Shares are as follows:-
- (1) INCOME. The New Ordinary Shares shall carry all right to income which the Company may determine to distribute in respect of any financial year.
- (2) CAPITAL. On a return of capital in a winding up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repaying to the holders of the New Ordinary Shares the nominal amount paid up or credited as paid up on such shares

and secondly in repaying to the holders of the Non-Voting before a share the nominal amount paid up or credited as value of such share. Any Surplus shall be payable to the holders of the New Ordinary Shares.

2) VOTING. The Non-Voting Deferred Shares shall not confer upon the holders thereof the right to receive notice of or to attend or vote at any general meetings of the Company unless the meeting is convened for reducing the capital or winding up or sanctioning a sale of the undertaking or for the purpose of considering a proposition to be submitted to the meeting directly, affecting the special rights or privileges of the holders of such Non-Voting Deferred Shares as a class.

6. That subject to the passing of the before mentioned Resolution the regulations contained in the printed document submitted to the meeting and signed by the Chairman thereof for the purposes of identification be hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.



Chairman

Filed:

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

PATERSON'S SCOTTISH SHORTBREAD LIMITED

(ADOPTED BY SPECIAL RESOLUTION PASSED 8th JUNE 1978)

1. The articles hereinafter contained and the regulations contained in part 1 of Table A to the Companies Act, 1948 (hereinafter referred to as Table A, Part 1) with the exception of regulations 24, 53, 75 and 79 subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

2. The Company is a Private Company and accordingly:-

(A) The right to transfer shares is restricted in manner hereinafter prescribed.

(B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.

(C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

(D) The Company shall not have power to issue share warrants to bearer.

3. The capital of the Company is, at the time of the adoption of these Articles, £520,000 divided into 2,000,000 New Ordinary Shares of 1p. each and 2,000,000 Non-Voting Deferred Shares of 25p each having attached thereto the following rights and privileges:

(A) INCOME The New Ordinary Shares shall carry all right to income which the Company may determine to distribute in respect of any financial year.

(B) CAPITAL On a return of capital in a winding up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repaying to the holder of the New Ordinary Shares the nominal amount paid up or credited as paid up on such shares and secondly in repaying to the holders of the Non-Voting Deferred Shares the nominal amount paid up or credited as paid up on such shares. Any surplus shall be payable to the holders of the New Ordinary Shares.

(C) VOTING The Non-Voting Deferred Shares shall not confer upon the holders hereof the right to receive notice of or to attend or vote at any general meeting of the Company unless the meeting is convened for reducing the capital or winding up or sanctioning a sale of the undertaking or for the purpose of considering a proposition to be submitted to the meeting directly affecting the special rights or privileges of the holder of such

Paterson

2. Non-Voting Deferred Shares as a class.
4. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
 5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proper to business: save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
 6. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations, by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
 7. Unless and until otherwise determined by the Company in General Meeting, the numbers of Directors shall be not less than two nor more than eight.
 8. A Director may vote as a Director in respect of any contract or arrangement in which he is interested (other than a contract or arrangement relating to his own appointment to any other office or place of profit under the Company) and sub-clause (2) of regulation 84 of Table A Part 1 shall be omitted.
 9. So long as the Company is a subsidiary company of Geo. Bassett Holdings Limited (the Parent Company) within the meaning of Section 154 of the Principal Act, the Parent Company shall be entitled from time to time to nominate the Directors and to remove any Director or Directors so nominated. The appointment or removal of a Director or Directors shall be effected by notice in writing signed by the Secretary of the Parent Company and served on the Company. The provisions of Regulations 89 to 97 inclusive of Table A, Part 1 shall not apply to a Director or Directors so nominated. All of the existing Directors shall be deemed to have been nominated by the Parent Company Section 1 of the Principal Act relating to the limit of Directors shall not apply to the Company.
 10. (A) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to create any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party and without prejudice to the generality of the said powers and in addition to and not in limitation of the same the Directors shall have power to cause the Company to guarantee any debenture stock or other obligation of the Parent Company and to charge its undertaking assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any resolution regarding any such guarantee or charge notwithstanding that he is also a Director of the Parent Company or otherwise concerned or interested in such matter.
 - (B) Accordingly, Clause 79 in Part 1 shall not apply to the Company.

This is the printed document submitted to the Extraordinary General Meeting of the Company on the 8th day of June 1978 and for the purpose of identification signed by me.

W. J. H. H. H.
W. J. H. H. H.

Chairman

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

PATERSON'S SCOTTISH SHORTBREAD LIMITED
(ADOPTED BY SPECIAL RESOLUTION PASSED
8th JUNE 1978).

1. The articles hereinafter contained and the regulations contained in part 1 of Table A to the Companies Act, 1948 (hereinafter referred to as Table A, Part 1), with the exception of regulations 24, 53, 75 and 79, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

2. The Company is a Private Company and accordingly:-

(A) The right to transfer shares is restricted in manner hereinafter prescribed.

(B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.

(C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

(D) The Company shall not have power to issue share warrants to bearer.

3. The capital of the Company at the time of the adoption of these articles is £320,000 divided into 2,600,000 New Ordinary Shares of 1p each and 2,000,000 Non-Voting Deferred Shares of 25p each having attached thereto the following rights and privileges.

(A) Income The New Ordinary Shares shall carry all right to income which the Company may determine to distribute in respect of any financial year.

(B) Capital On a return of capital in a winding up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repaying to the holder of the New Ordinary Shares the nominal amount paid up or credited as paid up on such shares and secondly, in repaying to the holders of the Non-Voting Deferred Shares the nominal amount paid up or credited as paid up on such shares. Any surplus shall be payable to the holders of the New Ordinary Shares.

INDISTINCT

Non-Voting Preferred Shares shall not carry the right to receive notice of or to vote at any General Meeting of the Company or to be convened for or to adjourn or to stand up or stand down or to be called in for the purpose or to be admitted to the meeting of the Company or to the special rights or privileges of the holders of such Non-Voting Preferred Shares as a class.

4. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

5. No business shall be transacted at any General Meeting unless a stated number of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

6. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

7. Unless and until otherwise determined by the Company in General Meeting, the numbers of Directors shall be not less than two nor more than eight.

8. A Director may vote as a Director in respect of any contract or arrangement in which he is interested (other than a contract or arrangement relating to his own appointment to any other office or place of profit under the Company) and sub-clause (2) of regulation 84 of Table A, Part 1 shall be omitted.

9. So long as the Company is a subsidiary Company of Geo. Bassett Holdings Limited (the Parent Company) within the meaning of Section 154 of the Principal Act, the Parent Company shall be entitled from time to time to nominate the Directors and to remove any Director or Directors so nominated. The appointment or removal of a Director or Directors shall be effected by notice in writing signed by the secretary of the Parent Company and served on the Company. The provisions of Regulations 89 to 97 inclusive of Table A, Part 1 shall not apply to a Director or Directors so nominated. All of the existing Directors shall be deemed to have been nominated by the Parent Company. Section 165 of the Principal Act relating to the age limit of Directors shall not apply to the Company.

10. (A) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or Standard Security over its undertaking, property and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party and without prejudice to the generality of the said powers and in addition to and not in limitation of the same the Directors shall have power to cause the Company to guarantee any Debenture Stock or other obligation of the Parent Company and to charge its undertaking assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any resolution giving any such guarantee or charge notwithstanding that he is also a Director of the Parent Company or otherwise concerned or interested in such matter.

... ..

... ..

W. F. Holt:



Chairman

3022

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THE COMPANIES ACT, 1948.

B. R.



REGISTRATION

~~Special~~ Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

OR

PATERSON'S SCOTTISH SHORTBREAD.

COMPANY LIMITED.

Passed 19TH JUNE 1964.

The blanks in this heading may be filled up in writing.

AT AN ~~Extraordinary~~ GENERAL MEETING of the Members of the said Company, after due notice specifying the intention to propose the following Resolution as a ~~Special Resolution~~ had been given, held at 6 Melville Crescent, Edinburgh in the County of Midlothian on the nineteenth day of June 1964, the following ~~Special~~ Resolution was duly passed.

The Resolution to be printed in full unless the company is exempt under Sec. 129 of the Act in which case it should not be a separate paper filed hereto.

That the Capital of the Company be increased to £200,000 by the creation of 400,000 Ordinary Shares of 5/- each to be issued without distinctive numbers as the Directors of the Company may determine.

Signature And Dick



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 33022

I hereby certify that

Paterson's Scottish Shortbread Limited

having by special resolution and with the approval of the Department of Trade
~~and Industry~~ changed its name, is now incorporated under the name of

ARGYLL QUALITY FOODS LIMITED

Given under my hand at Edinburgh the 30 March 1981

DSD. P. McIntosh

Registrar of Companies

NO. 33022

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

PATERSON'S SCOTTISH SHORTBREAD LIMITED

(Passed the 16th day of March 1981)

At an Extraordinary General Meeting of the Company duly convened and held on the ~~SIXTEENTH~~ day of March 1981 the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

That the name of the Company be changed to Argyll Quality Foods Limited.

cd Smith

Secretary

18/11/1981

No. 33022. / 173

FAIRERSON'S SCOTTISH SHORTBREAD
LIMITED

AT an Extraordinary General Meeting held on the 12th January 1981 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That:-

- (i) the share capital be increased to £522,000 by the creation of 200,000 Ordinary Shares of 1p each,
- (ii) upon the recommendation of the Directors it is desirable to capitalise the sum of £2,000 being part of the amount standing to the credit of the Share premium account of the Company and accordingly that such sum be set free for distribution amongst the holders of the Ordinary Shares of the Company on the register of Members immediately prior to the passing of the Resolution on condition that the same be not paid in cash but be applied in paying up in full at par 200,000 unissued Ordinary Shares of 1p each to be allotted and distributed credited as fully paid up to such Members in the proportion of 1 new Ordinary Share of 1p for every 10 Ordinary Shares of 1p (or as nearly as may be) and so that the Ordinary Shares to be issued pursuant to this Resolution shall rank pari passu inter se in all respects and the Directors shall give effect to this Resolution,
- (iii) that forthwith upon the allotment of the said 200,000 Ordinary Shares of 1p each every 25 of the previously existing issued Ordinary Shares of 1p each of the Company (or as nearly as may be) be consolidated and converted into 1 Deferred Share of 25p ranking pari passu with the existing Deferred Shares.
- (iv) that Article 9 of the Articles of Association be amended by deleting "Geo. Bassett Holdings Limited" and substituting "Argyll Foods Limited".

BY ORDER OF THE BOARD

D. Quinn
Director

12th January 1981

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

174

33022

Name of Company

PATERSON'S SCOTTISH SHORTBREAD

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~[~~extraordinary~~] [special]† resolution of the company dated 12th January 1981the nominal capital of the company has been increased by the addition thereto of the sum of
£ 2,000 beyond the registered capital of £ 520,000A printed copy of the resolution authorising the increase is forwarded herewith.
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
200,000	Ordinary	1p

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

All rights of equity share capital

Please tick here if
continued overleaf

Signed

[Director] [Secretary]† Date

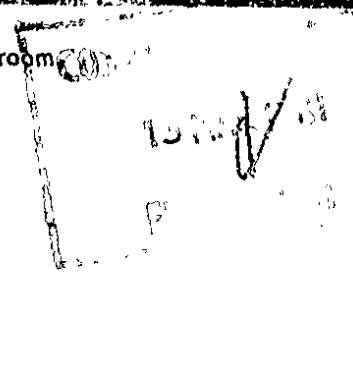
12th January 1981

Presentor's name, address and
reference (if any):Ashurst Morris Crisp & Co
17 Throgmorton Avenue
LONDON EC2N 2DD

BMW

For official use
General section

Post room

*delete if
inappropriate†delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution†delete as
appropriate

G

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

*Delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

Form No. 28

Notice of consolidation, division, conversion, sub-division, redemption or cancellation of shares, or re-conversion of stock into shares

Pursuant to section 62 of the Companies Act 1948
as amended by the Companies Act 1976

28

To the Registrar of Companies

For official use

Company number

1715

33022

Name of company

PATERSON'S SCOTTISH SHOP BREAD

Limited*

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that:

In accordance with the Special Resolution filed herewith, 2,000,000 Ordinary Shares of 1p each were consolidated and converted into 80,000 Deferred Shares of 25p each ranking pari passu with the existing Deferred Shares

*Delete as
appropriate

Signed

C. Smith

[Director]

[Secretary]

Date

12th January 1981

Presenter's name, address and
reference (if any):

Ashurst Morris Crisp & Co
17 Throgmorton Avenue
LONDON EC2N 2DD

BMW

For official use

General section

Post room

COMPANY REGISTRATION
13 MAR 1981
OFFICE

33022
179

CERTIFIED A TRUE COPY

DEKWEITZ
Director

The Companies Acts 1948 to 1976

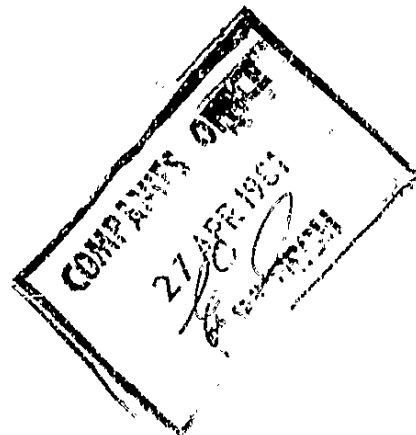
COMPANY LIMITED BY SHARES

New Memorandum

AND..

Articles of Association
(As amended by Special Resolution dated 12.1.1981.)
OF

PATERSON'S SCOTTISH SHORTBREAD LIMITED



Incorporated the 15th day of April 1958

PATERSON'S SCOTTISH SHORTBREAD
LIMITED

AT an Extraordinary General Meeting held on the 12th January 1981 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That:-

- (i) the share capital be increased to £522,000 by the creation of 200,000 Ordinary Shares of 1p each,
- (ii) upon the recommendation of the Directors it is desirable to capitalise the sum of £2,000 being part of the amount standing to the credit of the Share premium account of the Company and accordingly that such sum be set free for distribution amongst the holders of the Ordinary Shares of the Company on the register of Members immediately prior to the passing of the Resolution on condition that the same be not paid in cash but be applied in paying up in full at par 200,000 unissued Ordinary Shares of 1p each to be allotted and distributed credited as fully paid up to such Members in the proportion of 1 new Ordinary Share of 1p for every 10 Ordinary Shares of 1p (or as nearly as may be) and so that the Ordinary Shares to be issued pursuant to this Resolution shall rank pari passu inter se in all respects and the Directors shall give effect to this Resolution,
- (iii) that forthwith upon the allotment of the said 200,000 Ordinary Shares of 1p each every 25 of the previously existing issued Ordinary Shares of 1p each of the Company (or as nearly as may be) be consolidated and converted into 1 Deferred Share of 25p ranking pari passu with the existing Deferred Shares.
- (iv) that Article 9 of the Articles of Association be amended by deleting "Geo. Bassett Holdings Limited" and substituting "Argyll Foods Limited".

BY ORDER OF THE BOARD

D. Miller
Director

12th January 1981

COMPANY LIMITED BY SHARES

NEW MEMORANDUM OF ASSOCIATION

of

PATERSON'S SCOTTISH SHORTBREAD LIMITED
(as altered by Special Resolution passed
8th June 1978)

1. The name of the Company is "PATERSON'S SCOTTISH SHORTBREAD 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 carry on the business of a baker or bakers, confectioners, pastry cooks, manufacturers of and dealers in bread, flour, yeast, biscuits, farinaceous compounds of all kinds, sugar, cake, confectionery, sweets, foods, garden and dairy produce of all kinds, cooked and uncooked meat or other foods, and in particular potato crisps, vegetables, fruit, milk, cream, butter, cheese, poultry and eggs, cake and butter factors and salesmen, corn and flour merchants and salesmen, ice and ice cream merchants, poultry and general provision merchants, warehousemen, carriers, brokers, store keepers, delivery men and general supply society; and to transact all kinds of import and manufacturers' agency business in dealing with such goods and to construct and acquire and establish offices, buildings, factories and bakeries, machinery or appliances suitable for carrying on all or any of the said trades or businesses.
 - (2) To carry on business as buyers, sellers, wholesalers, retailers, importers, exporters, preparers, dealers in and traders in, all kinds of commodities, articles, goods or things.
 - (3) To acquire and hold shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities and obligations issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal local or otherwise, whether at home or abroad.

- (4) To acquire any such shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up 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, and to vary and transmute from time to time as may be considered expedient any of the Company's investments for the time being.
- (5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (6) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- (7) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (8) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- (9) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid, or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (10) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- (11) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of

any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (12) To lend money on any terms that may be thought fit and to give any guarantees that may be deemed expedient.
- (13) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
- (14) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (15) To amalgamate with any other company.
- (16) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- (17) To distribute any of the Company's property or assets among the members in specie.
- (18) To cause the Company to be registered or recognised in any foreign country.

- (19) To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (20) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

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 intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 50,000 shares of £1 each.

Notes:-

- (1) By Ordinary Resolutions passed on 8th May 1962 share capital increased from £50,000 to £100,000 by creation of 50,000 shares of £1 each.
- (2) By Ordinary Resolutions passed on 19th June 1964
 - (a) 100,000 shares of £1 each were divided into 400,000 ordinary shares of 25 pence each.
 - (b) share capital increased from £100,000 to £200,000 by the creation of 400,000 ordinary shares of 25 pence each.
- (3) By Ordinary Resolution passed on 30th June 1965 Share Capital increased to £250,000 by creation of 200,000 ordinary shares of 25 pence each.
- (4) By Ordinary Resolution passed on 25th July 1967 share capital increased to £500,000 by creating 1,000,000 ordinary shares of 25 pence each.
- (5) By Ordinary and Special Resolutions passed on 8th June 1978
 - (a) share capital increased to £520,000 by the creation of 1,600,000 New Ordinary Shares of 1 penny each.
 - (b) the existing 1,000,000 Ordinary Shares of 25 pence each stood converted into 2,000,000 Non Voting Deferred Shares of 25 pence each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
ALASTAIR WALKER 32 Melville Street Edinburgh 3 Chartered Accountant	One
MICHAEL JOSEPH RAWLINSON Trafalgar House 11 Waterloo Place London S.W.1 Solicitor	One

Dated this 9th day of April 1958

Witness to the above Signatures:

C. W. P. Grundy
Trafalgar House
11 Waterloo Place
London S.W.1

Solicitor

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

PATERSON'S SCOTTISH SHOPTIMEAD LIMITED
(ADOPTED BY SPECIAL RESOLUTION PASSED
8th JUNE 1978).

(As amended by Special Resolution dated 12th January 1981)

1. The articles hereinafter contained and the regulations contained in part 1 of Table A to the Companies Act, 1948 (hereinafter referred to as Table A, Part 1), with the exception of regulations 24, 53, 75 and 79, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
2. The Company is a Private Company and accordingly:-
 - (A) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.
 - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - (D) The Company shall not have power to issue share warrants to bearer.
3. The capital of the Company at the time of the adoption of these articles is £520,000 divided into 2,000,000 New Ordinary Shares of 1p each and 2,000,000 Non-Voting Deferred Shares of 25p each having attached thereto the following rights and privileges.
 - (A) Income The New Ordinary Shares shall carry all right to income which the Company may determine to distribute in respect of any financial year.
 - (B) Capital On a return of capital in a winding up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repaying to the holder of the New Ordinary Shares the nominal amount paid up or credited as paid up on such shares and secondly, in repaying to the holders of the Non-Voting Deferred Shares the nominal amount paid up or credited as paid up on such shares. Any surplus shall be payable to the holders of the New Ordinary Shares.

(C) Voting The Non-Voting Deferred Shares shall not confer upon the holders thereof the right to receive a Notice of or to attend or vote at any General Meeting of the Company unless the meeting is convened for reducing the capital or winding up or sanctioning a sale of the undertaking or for the purpose of considering a proposition to be submitted to the meeting directly affecting the special rights or privileges of the holders of such Non-Voting Deferred Shares as a class.

4. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

6. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

7. Unless and until otherwise determined by the Company in General Meeting the numbers of Directors shall be not less than two nor more than eight.

8. A Director may vote as a Director in respect of any contract or arrangement in which he is interested (other than a contract or arrangement relating to his own appointment to any other office or place of profit under the Company) and sub-clause (2) of regulation 84 of Table A, Part 1 shall be omitted.

9. So long as the Company is a subsidiary Company of Argyll Foods Limited (the Parent Company) within the meaning of Section 154 of the Principal Act, the Parent Company shall be entitled from time to time to nominate the Directors and to remove any Director or Directors so nominated. The appointment or removal of a Director or Directors shall be effected by notice in writing signed by the secretary of the Parent Company and served on the Company. The provisions of Regulations 89 to 97 inclusive of Table A, Part 1 shall not apply to a Director or Directors so nominated. All of the existing Directors shall be deemed to have been nominated by the Parent Company. Section 185 of the Principal Act relating to the age limit of Directors shall not apply to the Company.

10. (A) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or Standard Security over its undertaking, property and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party and without prejudice to the generality of the said powers and in addition to and not in limitation of the same the Directors shall have power to cause the Company to guarantee any Debenture Stock or other obligation of the Parent Company and to charge its undertaking assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge notwithstanding that he is also a Director of the Parent Company or otherwise concerned or interested in such matter.

(B) Accordingly, Clause 79 in Part 1 shall not apply to the Company.

This is the printed document submitted to the Extraordinary General Meeting of the Company on the 8th day of June 1978 and for the purpose of identification signed by me.

N. E. Holt

Chairman

Chartered Accountants

P.40/WGB/B.

12th January 1981.

**The Secretary,
Ferguson's Scottish Shortbread Ltd.,
Houston Industrial Estate,
Livingston,
West Lothian.**

Dear Sir,

In accordance with Section 16(1) of the Companies Act 1976, please treat this letter as formal intimation of our resignation as auditors to your company with immediate effect.

We confirm we have no claim against the company for compensation for loss of office, professional fees or otherwise, and that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

An additional copy of this letter is enclosed which you may lodge with the Registrar of Companies in compliance with Section 18(3) of the Companies Act 1976.

Yours faithfully,

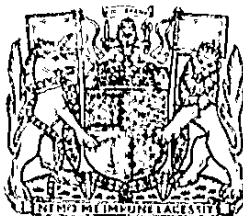
Yours Ren B

4 JUN 1971

75 Melville Street Edinburgh EH3 7PQ - Telex 727172 TREDMV G - Telephone 031-225-5834

[illegible]

Associated Firms - North South and Central America, Europe, Middle and Far East, Australia, New Zealand, Africa, Bahamas, Bermuda and Caribbean



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 33022

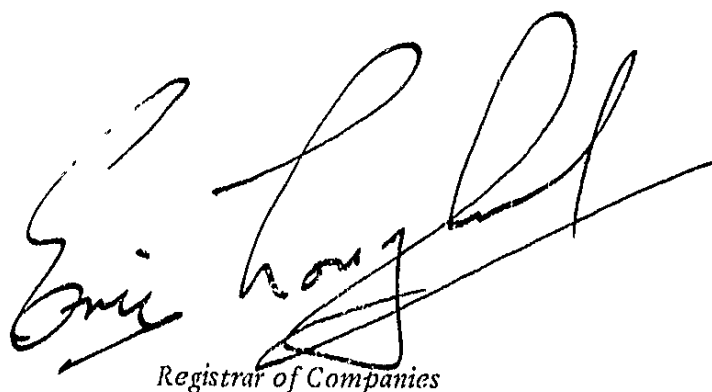
I hereby certify that

ARGYLL QUALITY FOODS LIMITED

having by special resolution changed its name, is now incorporated under the name of

PATERSON-BRONTE LIMITED

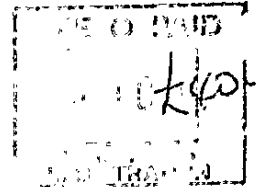
Given under my hand at Edinburgh the 16 May 1984

A handwritten signature in dark ink, appearing to read "Eric Long", written over a horizontal line.

Registrar of Companies

33022/21

10 1 84



Name Change: JNS5

No. 33022

ARGYLL QUALITY FOODS LIMITED

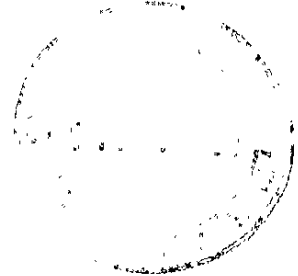
AT AN EXTRAORDINARY GENERAL MEETING of the Company held at Argyll House, Millington Road, Hayes, Middlesex, on 20th March 1984, the following Resolution was passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to PATERSON-BRONTE LIMITED.

CDJ

Secretary



N W
rashed

No. 33022

THE COMPANIES ACT, 1948

- and -

THE COMPANIES ACTS 1948⁶⁷ TO 1981

COMPANY LIMITED BY SHARES

Memorandum

(As altered by Special Resolution passed on
8th June and 29th October 1981)
AND

Articles of Association

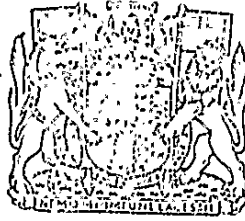
(Adopted by Special Resolution passed on 27th
March 1981)

PATERSON- BRONTE ^{OF} LIMITED

(name changed from The Business Consultant and Development Company
(Edinburgh) Limited to Paterson's Scottish Shortbread Limited by
Special Resolution on 16th October, 1963 and further changed to
Argyll Quality Foods Limited by Special Resolution on 16th March
1981 and further changed to its present name by Special Resolution
on 20th March 1984)

Incorporated the 5th day of April 19 58

ASHURST, MORRIS, CRISP & CO.,
BROADGATE HOUSE,
7, ELDON STREET,
LONDON EC2M 7HD



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 33022

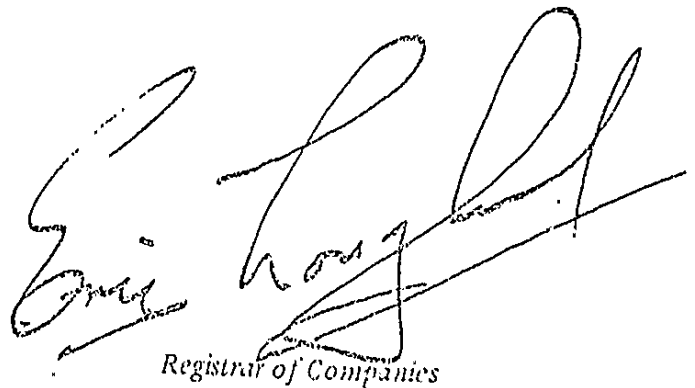
I hereby certify that

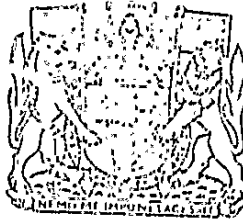
ARGYLL QUALITY FOODS LIMITED

having by special resolution changed its name, is now incorporated under the name of

PATERSON-BRONTE LIMITED

Given under my hand at Edinburgh the 16 May 1984


Registrar of Companies



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 33022

I hereby certify that

Paterson's Scottish Shortbread Limited

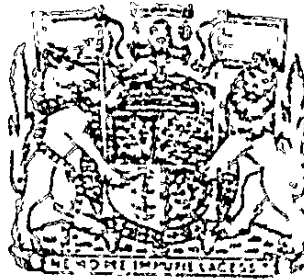
having by special resolution and with the approval of the Department of Trade
~~and Industry~~ changed its name, is now incorporated under the name of

ARGYLL QUALITY FOODS LIMITED

Given under my hand at Edinburgh the 30 March 1981

Registrar of Companies

33022.



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Whereas

_____ The Business Consultant and Development Company (Edinburgh) Limited

was incorporated as a limited company under

Companies Act, 1948,

on the Fifteenth

April 1950

And whereas by Section 10
of the Companies Act, 1948,

Now that for the purpose of
incorporated under the name of

Faterson's Scottish Shortbread Limited

On the order of the Registrar of Companies

Twenty-eighth

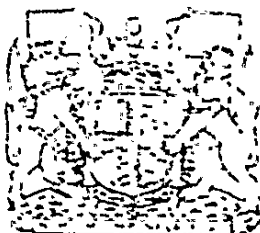
October

One thousand

three

(DUPLICATE FOR THE FILE.)

No. 3307.



Certificate of Incorporation.

I hereby certify that

The Business Consultant and Development Company (Edinburgh) Limited

is this day incorporated under the Companies Act, 1948, and that this Company is Limit

Signed by me at Edinburgh, this Fifteenth day of April

One Thousand Nine Hundred and Fifty-eight

THE COMPANIES ACT, 1948

- and -

THE COMPANIES ACTS, 1967 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

PATERSON-BRONTE LIMITED

(as altered by Special Resolutions passed
on 8th June 1978 and 29th October 1981)

*1. The name of the Company is "THE BUSINESS CONSULTANT
AND DEVELOPMENT COMPANY (EDINBURGH) 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 carry on the business of a baker or bakers,
confectioners, pastry cooks, manufacturers of and
dealers in bread, flour, yeast, biscuits, farinaceous
compounds of all kinds, sugar, cake, confectionery,
sweets, foods, garden and dairy produce of all kinds,

* By a Special Resolution passed on 16th October, 1963 the name
of the Company was changed to Paterson's Scottish Shortbread
Limited. By a Special Resolution passed 16th March, 1981 the
name of the Company was changed to Argyll Quality Foods Limited.
By Special Resolution passed on 20th March 1984 the name of the
Company was changed to its present name.

** By a Special Resolution passed on 8th June, 1978 Clause 3 of
the Memorandum of Association of the Company was altered by
deleting sub-clause 3(1) and substituting therefore the present
sub-clause 3(1).

cooked and uncooked meat or other foods, and in particular potato crisps, vegetables, fruit, milk, cream, butter, cheese, poultry and eggs, cake and butter factors and salesmen, corn and flour merchants and salesmen, ice and ice cream merchants, poultry and general provision merchants, warehousemen, carriers, brokers, store keepers, delivery men and general supply society; and to transact all kinds of import and manufacturers' agency business in dealing with such goods and to construct and acquire and establish offices, buildings, factories and bakeries, machinery or appliances suitable for carrying on all or any of the said trades or businesses.

- (2) To carry on business as buyers, sellers, wholesalers, retailers, importers, exporters, preparers, dealers in and traders in, all kinds of commodities, articles, goods or things.
- (3) To acquire and hold shares, stocks, debentures debenture stock, scrip, bonds, notes, securities and obligations issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.
- (4) To acquire any such shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up 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, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (6) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.

- (7) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (8) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- (9) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid, or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (10) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- (11) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the

matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (12) To lend money on any terms that may be thought fit and to give any guarantees that may be deemed expedient.
- (13) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
- (14) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (15) To amalgamate with any other company.
- (16) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- (17) To distribute any of the Company's property or assets among the members in specie.
- (18) To cause the Company to be registered or recognised in any foreign country.
- (19) To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents sub-contractors, trustees or otherwise.
- (20) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

112 To guarantee (with or without the Company receiving any consideration) either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the indebtedness and liabilities of any company, firm or person, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares or securities, and in particular (but without limiting the generality of the foregoing) the payment of money secured by or payable under or in respect of any debentures, debenture stock, bonds, mortgages, charges or securities which may at any time be created by or the indebtedness (whether secured or unsecured) of any Company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company business.

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 intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

**5. The share capital of the Company is £50,000 divided into 50,000 Shares of £1 each.

* By a Special Resolution passed on 29th October, 1981 Clause 3 of the Memorandum of Association of the Company was altered by the addition thereto of sub-clause 3(21A).

** By Ordinary Resolution passed on 8th May, 1962 Share Capital increased from £50,000 to £100,000 by creation of 50,000 Shares of £1 each.

By Ordinary Resolutions passed on 19th June, 1964:-

(a, 100,000 Shares of £1 each were divided into 400,000 Ordinary Shares of 5 shillings each.

(b, share capital increased from £100,000 to £200,000 by the creation of 400,000 Ordinary Shares of 5 shillings each.

By Ordinary Resolution passed on 30th June, 1965 share capital increased to £250,000 by creation of 200,000 Ordinary Shares of 5 shillings each.

By Ordinary Resolution passed on 25th July, 1967 share capital increased to £500,000 by creation of 1,000,000 Ordinary Shares of 5 shillings each.

By Ordinary and Special Resolutions passed on 8th June, 1978:-

- (a) share capital increased to £520,000 by the creation of 2,000,000 Ordinary Shares of 1 penny each;
- (b) the existing 2,000,000 Ordinary Shares of 25 pence each stood converted into 2,000,000 Non-Voting Deferred Shares of 25 pence each.

By Special Resolution passed on 12th January, 1981:-

- (a) share capital increased to £522,000 by the creation of 200,000 new Ordinary Shares of 1p each;
- (b) previously the 2,000,000 Ordinary Shares of 1p each were consolidated and converted into 80,000 Deferred Shares of 25p each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber

ALASTAIR WALKER,
32 Melville Street,
Edinburgh 3.

One

Chartered Accountant

MICHAEL JOSEPH RAWLINSON,
Trafalgar House,
11 Waterloo Place,
London S.W.1.

One

Solicitor

Dated this 9th day of April, 1958.

Witness to the above signatures.

C.W.P. GRUNDY,
Trafalgar House,
11 Waterloo Place,
London SW1.

Solicitor

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

- of -

PATERSON-BRONTE LIMITED

(formerly Argyll Quality Foods Limited)
(Adopted by Special Resolution passed
on 27th March, 1981)

PRELIMINARY

1. In these Articles:-

"the Act" means the Companies Act 1948 as amended by the statutes referred to in Section 90(2) of the Companies Act 1980.

"Table A" means Table A in the First Schedule to the Act.

2. (A) The Company is a private company. The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.

(B) Regulations 24, 75, 77, 79, 82, 88 to 94 (inclusive) and 16 of Table A and sub-paragraph 36(7) of Schedule 3 of the Companies Act 1980 shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

3. A proxy shall be entitled to vote on a show of hands and Regulation 62 of Table A shall be modified accordingly.

4. Any such resolution in writing as is referred to in Regulation 73A of Table A may consist of several documents in a like form each signed by one or more of the members (or their duly authorised representatives) in that regulation referred to. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for this purpose. In the case of joint holders of a share the signature

of any one of such joint holders shall be sufficient for the purposes of Regulation 73A aforesaid.

DIRECTORS

5. The number of Directors shall not be less than two.

6. A Director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any General Meeting and at any separate General Meeting of the holders of any class of shares in the capital of the Company.

BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue and create mortgages, charges, memoranda of deposit, debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

8. Subject to the provisions of Part IV of the Companies Act 1980 a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be amended accordingly.

9. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and Regulation 86 of Table A shall be amended accordingly.

10. The Directors may exercise all the powers of the Company to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any

such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons. The Directors may also exercise all the powers of the Company to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such person as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Directors may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

11. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determined, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

12. Without prejudice to the powers of the Company under Section 184 of the Act to remove a Director by Ordinary Resolution the holder or holders for the time being of more than one-half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company, or such date later than such lodgment as may be specified in the instrument.

13. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

- (3) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.
- (4) If he is prohibited from being a Director by an order made under any provision of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office under Regulation 96 of Table A.
- (7) If he is removed from office under Article 12 hereof.

14. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

ROTATION OF DIRECTORS

15. The Directors shall not be liable to retire by rotation, and accordingly in each of Regulations 95 and 97 of Table A the second sentence thereof shall be deleted.

PROCEEDINGS OF DIRECTORS

16. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participate in a meeting in this manner shall be deemed to constitute present in person at such meeting.

17. The following words shall be added to Regulation 106 of Table A:-

"and may consist of several documents in a like form each signed by one or more of the Directors".

ASSOCIATE DIRECTORS

18. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of Associate Director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:-

These transactions may also from time to time involve any associate corporation from which and to which so far as the Special Agents of this office are concerned, any such member shall take effect without limitation to the rights and interests of the other shareholders, partners, or associates of the company.

(c) An Associate Director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Act or these Articles and an Associate Director shall be entitled to attend or be present at any attendance, not shall he be entitled to vote at any such meetings.

UNIFORMITY

4,

any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 488 of the Act in which relief is granted by him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto. But his Article shall only have effect insofar as its provisions are not avoided by Section 205 of the Act.

No. 33022

THE COMPANIES ACT, 1948

- and -

THE COMPANIES ACTS 1948⁶⁷ TO 1983

COMPANY LIMITED BY SHARES

Memorandum

(As altered by Special Resolution passed on 8th June and 29th October 1981)

AND

Articles of Association

(Adopted by Special Resolution passed on 27th March 1981)

OF

PATERSON-BRONTE LIMITED

(name changed from The Business Consultant and Development Company (Edinburgh Limited to Paterson's Scottish Shortbread Limited by Special Resolution on 16th October 1963 and further changed to Argyll Quality Foods Limited by Special Resolution on 16th March 1981 and further changed to its present name by Special Resolution on 20th March 1984)

Incorporated the 15 day of April 19 58

ASHURST, MORRIS, CRISP & CO.,

Broadgate House,

7, Eldon Street,

London EC2M 7HD

MILCALLE, LONDON

TRANSFER
FEE PAID
28/7/87ps.

Number of Company: 33022

The Companies Acts 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

(Pursuant to Section 378(2) of the Companies Act 1985)

PATERSON-BRONTE LIMITED

Passed: 5 August 1987

At an Extraordinary Annual General Meeting of the above-named Company, duly convened and held at Argyll House, Millington Road, Hayes, Middlesex UB3 4AY on the 5th day of August 1987, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

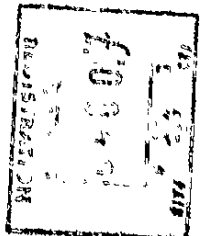
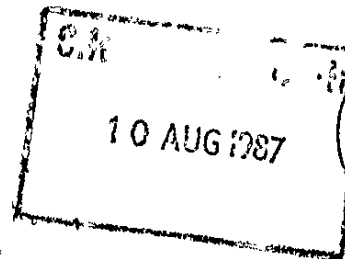
SPECIAL RESOLUTION

THAT the name of the Company be changed to:

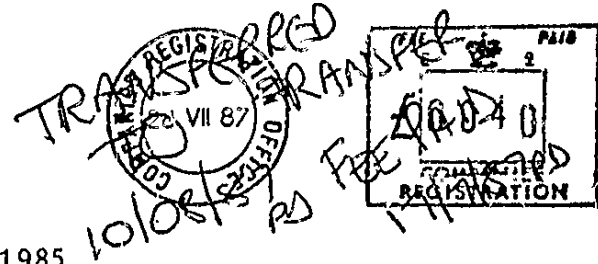
OLD P B LIMITED

J. H. Smith

Chairman



Number of Company 33022



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to Section 378(2) of the Companies Act 1985)

PATERSON-BRONTE LIMITED

Passed 14 July 1987

At an Extraordinary General Meeting of the above named Company, duly convened and held at Argyll House, Millington Road, Hayes, Middlesex UB3 4AY on 14 July 1987, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

SPECIAL RESOLUTION

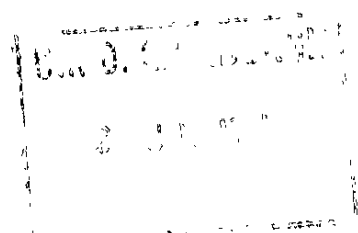
"THAT the name of the Company be changed to:

P B NOMINEES LIMITED

RES. FOR PUBLIC FILE
NO ACTION TAKEN

Chairman

13





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number
33022

I hereby certify that

PATERSON-BRONTE LIMITED

having by special resolution changed its name, is now
incorporated under the name of

OLD P B LIMITED

Signed at Edinburgh
17 AUGUST 1987

A handwritten signature in dark ink, appearing to read 'P. Harrison', written over a horizontal line.

Registrar of Companies

Number of Company 33022

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to Section 378(2) of the Companies Act 1985)

PATERSON-BRONTE LIMITED

Passed 14 July 1987

At an Extraordinary General Meeting of the above named Company, duly convened and held at Argyll House, Millington Road, Hayes, Middlesex UB3 4AY on 14 July 1987, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

SPECIAL RESOLUTION

"THAT the name of the Company be changed to:

P B NOMINEES LIMITED

C.R.O. EDWARDS

17 JUL 1987

C.R.O.
.....
Chairman

Number of Company: 33022

The Companies Acts 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

(Pursuant to Section 378(2) of the Companies Act 1985)


OLD P B LIMITED

Passed: 25th September 1987

At an Annual General Meeting of the above-named Company, duly convened and held at Argyll House, Millington Road, Hayes, Middlesex UB3 4AY on the 25th day of September 1987, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

SPECIAL RESOLUTION

That in accordance with the provisions of Section 252 of the Companies Act 1985 no auditors be appointed by the Company in that it is a dormant Company and meets the other requirements of the aforesaid section in this regard.


Chairman

