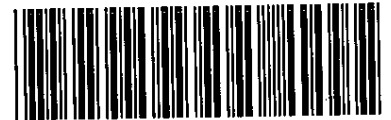


THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
BIRDS (DERBY) LIMITED**

TUESDAY



A17 *A8E0F3Q9* 24/09/2019 #237
COMPANIES HOUSE

(Adopted by special resolution passed on 12 August 2019)

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, the clauses of Table A numbered 66, 69, 72, 73, 74, 75, 76, 101, 104 and 107 shall not apply to this Company, but in lieu hereof, and in addition to the remaining clauses of Table A, the following shall be the regulations of the Company.
2. The first business of the Company shall be to acquire and take over as a going concern the business of Pastry Cooks, Confectioners and Bakers now carried on by Thomas Richard Bird, William Reginald Bird and Frank Leslie Bird under the style of "Bird Bros.," at 234, Upper Dale Road, 335, Normanton Road and St. James' Street, all in the County Borough of Derby, and at 172, High Street, Burton-on-Trent, in the County of Stafford, and all or any of the assets and liabilities of the proprietors of such business in connection therewith and for the purpose of so doing the Company shall forthwith enter into an agreement with the said Thomas Richard Bird, William Reginald Bird and Frank Leslie Bird in the terms of the draft Agreement which has for the purpose of identification been subscribed by Vincent Russell, a Solicitor of the Supreme Court, and the Directors shall carry the said Agreement into effect with full power nevertheless from time to time to agree to any modification of the terms of such Agreement either before or after the execution thereof.
3. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, at any rate not exceeding ten per cent of the price at which the said shares are issued.
4. The Company shall be a Private Company and accordingly the following provisions shall have effect:
 - (a) The Company shall not offer any of its shares or debentures to the public for subscription.
 - (b) The number of the Members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.

- (c) The transfer of shares in the Company shall be restricted in the manner hereinafter provided.
- 5. The Company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity, or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.

SHARE CAPITAL AND SHARES

- 6. The original share capital of the Company is £3,000 divided into 3,000 shares of £1 each.
- 7. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
- 8. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. If by the terms of the issue of any shares or otherwise any amount is payable in respect of any share by instalments at fixed times, every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given.
- 9. The lien conferred by Clause 7 of Table A shall attach to fully paid-up shares, and to any shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.
- 10. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of shares, and Clause 19 of Table A shall be modified accordingly.

DIRECTORS

- 11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.
- 12. The said Thomas Richard Bird, William Reginald Bird and Frank Leslie Bird shall be the first Directors of the Company.
- 13. A memorandum in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held, and constituted.

DISQUALIFICATION OF DIRECTORS

- 14. The office of a Director shall be vacated:
 - (a) If he become bankrupt, or insolvent or compound with his creditors;
 - (b) If he become of unsound mind or be found a lunatic;
 - (c) If he be convicted of an indictable offence;
 - (d) If he absent himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors;
 - (e) If he become prohibited from being a Director by reason of any order made under sections 217 or 275 of The Companies Act, 1929; or
 - (f) If he give the Directors one calendar month's notice in writing that he resign his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

15. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses his interest in such contracts as provided by Section 149 of The Companies Act, 1929.

MANAGING DIRECTOR

16. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make calls, forfeit shares, borrow money, or issue debentures) that they may think fit; but the exercise of all powers by the Managing Director or manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

NOTICES

17. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP

18. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied, first in repaying to the Members the amounts paid up or credited as paid up on the shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively, provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.
19. With the sanction of an Extraordinary Resolution of the Members any part of the assets of the Company, including any shares in or securities of other companies, may be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.