

Crown Way Cardiff CF14 3UZ
www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

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

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

r of)
ny)

811615



Form No. 41

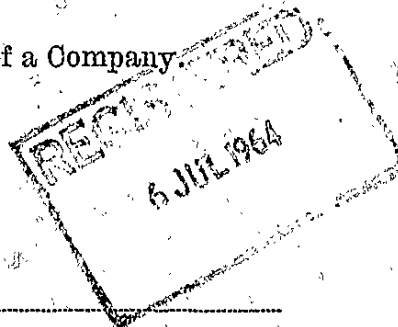
THE COMPANIES ACT, 1948



A 5s.
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).



Insert the
Name of the
Company.

WILTWORTH'S PRODUCE

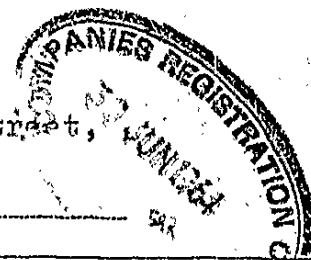
LIMITED.

Presented by

LINKLATTERS & TAINES

Barrington House, 59-67 Gresham Street,

London, E.C.2.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, _____ TO CERTIFY

of Barrington House, 52-67 Gresham Street, London, E.C.2.

(a) Here insert:
"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".

Do solemnly and sincerely declare that I am (a) A Solicitor of

the Supreme Court engaged in the formation of

of Whitworth's Produce Limited

Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied 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 Barrington House,

Gresham St,

London EC2.

the 23rd day of June

one thousand nine hundred and sixty-

four.

Before me,

Joe Oxlome

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

Number of
Company

811615

2

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF

WHITWORTH'S PRODUCE



LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1926, and Section 41 of the Finance Act, 1933.

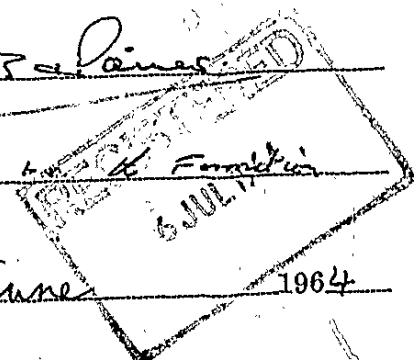
10/-
C.D.

THE NOMINAL CAPITAL of the above named Company is £100

Signature

Linblaters & Paine

Description Solicitors



Dated the

29th

day of

June

1964

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

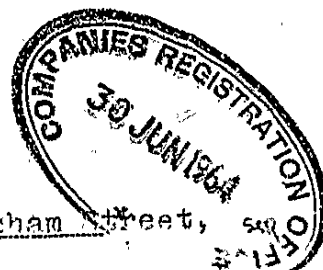
This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

LINBLATERS & PAINE

Barrington House, 59-67 Gresham Street,

London, E.C.2.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION

COMPANY LIMITED BY SHARES.

811615

3

Memorandum of Association

1/3 OF

WHITWORTH'S PRODUCE LIMITED

1. The name of the Company is "WHITWORTH'S PRODUCE LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:—

- (a) To carry on business as packers, processors and distributors of fresh fruits and vegetables and other foods of every description.
- (b) To carry on business as wholesale and retail grocers, merchants, storekeepers, bakers and confectioners, and to deal in corn flour, bacon, pickles, jams, fish, meat, preserves and foodstuffs in general and also ironmongery and hardware and wine and spirit merchants and licensed victuallers.
- (c) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (d) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to

L146

COMPANIES REGISTRATION

participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.

- (e) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (f) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (g) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (h) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (i) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (j) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment

of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

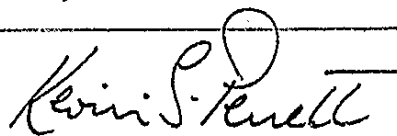

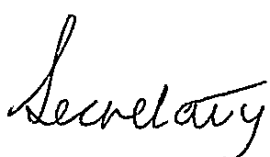
- (k) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (l) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (m) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (n) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (o) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (p) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited. ✓

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

WE, the several persons whose names and addresses 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.
 Barrington House, 59-67, Gresham Street, London, E.C.2.	One 1
<i>Solicitors Articled Clerk</i>  Barrington House, 59-67, Gresham Street, London, E.C.2.	One 1
	Two

DATED the 29th day of June, 1964.

WITNESS to the above Signatures:—



Barrington House,
 59-67, Gresham Street,
 London, E.C.2.

Secretary

811615 / 4



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

18 OF
WHITWORTH'S PRODUCE LIMITED

PRELIMINARY.

1. The regulations contained in Part I (but not Part II) of Table A in the First Schedule to the Companies Act, 1948 (such Part I being hereinafter referred to as "Table A"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and clause 1 of Table A shall apply to the construction of these Articles.

PRIVATE COMPANY.

2. The Company is a Private Company, and accordingly:—

- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of 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 such employment and have continued after the determination of that 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 purposes of this paragraph be treated as a single member.
- (C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

Art. 6

The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company together with such evidence as the Directors may require; and if such requirements are not complied with, may withhold any dividends or other payments otherwise due or becoming due in respect of the shares registered in the name of such person (whether solely or jointly with some other person or persons).

CAPITAL.

3. The share capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.

SHARES.

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

LIEN.

5. The liens given by clause 11 of Table A shall extend to every share in the capital of the Company whether fully paid or not.

TRANSFER OF SHARES.

6. Subject to the provisions of clause 24 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS.

7. Two members present in person or by proxy or by representatives appointed under clause 74 of Table A shall be a quorum at any General Meeting. Clause 53 of Table A shall be modified accordingly.

8. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A shall be modified accordingly.

9. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been 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 persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS.

10. Unless and until otherwise resolved in accordance with clause 94 of Table A the Directors shall not be less than two. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Clause 75 of Table A shall not apply to the Company.

11. A Director shall not be required to hold any shares of the Company by way of qualification. Clause 77 of Table A shall not apply to the Company.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Clause 76 of Table A shall not apply to the Company.

13. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

BORROWING POWERS.

14. The proviso to clause 79 of Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS.

15. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of clause 84 of Table A shall not apply to the Company.

RETIREMENT OF DIRECTORS.

16. The office of a Director shall be vacated in any of the following events, namely: —

- (A) If he shall become prohibited by law from acting as a Director.
- (B) If (not being a Managing Director holding office as such for a fixed term) he resign by writing under his hand left at the Registered Office.
- (C) If he shall have a receiving order made against him or shall compound with his creditors generally.
- (D) If he shall become of unsound mind.
- (E) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated.

Clause 88 of Table A shall not apply to the Company.

17. The Directors shall not be subject to retirement by rotation and accordingly clauses 89 to 92 of Table A shall not apply to the Company and all other references in Table A to retirement by rotation shall be disregarded.

PROCEEDINGS OF DIRECTORS.

18. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Provided that, where a Director ~~is not himself in the United Kingdom but~~ ^{like such Director of} has appointed an alternate Director, the signature of such alternate Director ~~(if in the United Kingdom)~~ shall be required. Clause 106 of Table A shall not apply to the Company.

MS
KPO

MANAGING DIRECTORS.

19. Clauses 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director.

ALTERNATE DIRECTORS.

20. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person approved by the Directors to be his alternate Director and may in like manner at any time terminate such appointment.

(B) The appointment of an alternate Director shall *ipso facto* determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or compounds with his creditors generally, or (iii) if he becomes of unsound mind. His appointment shall also determine *ipso facto* if his appointor ceases for any reason to be a Director.

(c) 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 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 at such meeting to perform all functions of his appointor as a Director and ~~in the absence of his appointor from the United Kingdom~~ he shall be entitled to sign any resolution in writing of the Directors as hereinbefore provided. An alternate Director shall not (save as afore-said) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

MS
KPO

(d) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

INDEMNITY.

21. Subject to the provisions of and so far as may be permitted by the Act every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A shall be extended accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Kevin P. Penell

Barrington House,

59-67, Gresham Street,

London, E.C.2.

Solicitors Articled Clerk.

Marion Limnoux

Barrington House,

59-67, Gresham Street,

London, E.C.2.

Secretary

DATED the 29th day of June, 1964.

WITNESS to the above Signatures: —

Ruth Nudd

Barrington House,

59-67, Gresham Street,

London, E.C.2.

Secretary

DUPLICATE FOR THE FILE.

No. 811615



Certificate of Incorporation

I Hereby Certify that

WHITWORTH'S PRODUCE LIMITED

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

Given under my hand at London this SIXTH DAY OF JULY
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

Assistant Registrar of Companies.

Certificate
received by

59/67 Graham St

Date 6-7-64

Number of
Company) 811615



COMPANY LIMITED BY SHARES

COPY

Special Resolution

(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

WHITWORTH'S PRODUCE

LIMITED.

Passed the 18th. day of July. 1967.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at

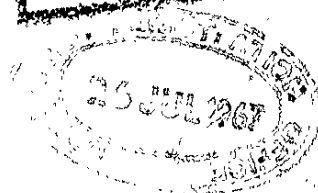
30, HIGH STREET, CHATTERIS, CAMBS.

on the 18th. day of July 1967, the following Special Resolution was duly passed:—

The authorised share capital of the company be increased to £3000 by the creation of 2900 ordinary shares of £1 each to rank pari-passu with those already in existence.

(L.W. ALLPRESS.)

Chairman



* The copy Resolution must be signed by the Chairman of the meeting at which it was passed or a Director or the Secretary of the Company. The Certificate overleaf must be completed and signed by a Director and the Secretary of the Company. The copy Resolution must be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

NO. OF COMPANY

811615



[C.F. 10]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

WHITWORTH'S PRODUCE

LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

REGISTERED

26 JUL 1967

Document Filer's Reference

Presented by

Whitworth's Produce
30, High Street,
Chatteris, Cambs.

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

WHITWORTH'S PRODUCE LIMITED,
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a) SPECIAL Resolution of the Company dated the
18th day of JUNY 1967, the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 2900 beyond the registered Capital of £ 100.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
<u>2900</u>	<u>Ordinary</u>	<u>£1</u>

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.),
subject to which the new Shares have been, or are to be, issued, are as follows:—

*The new shares will rank pari passu in all
respects with the existing shares of the company.*

~~— of the new Shares are Preference Shares, and are (b) [not]
redeemable.~~

(Signature).....

(State whether Director, or Secretary).....

(SECRETARY)

Dated the.....

21st

day of.....

July

1967

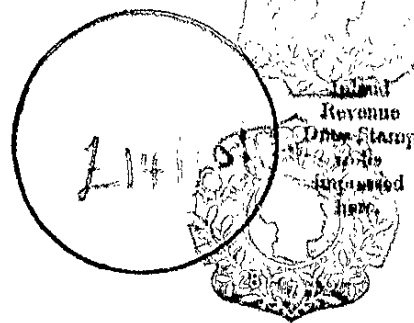
(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

NO. OF COMPANY

811615/17

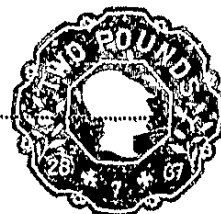
COMPANY HAVING A SHARE CAPITAL.



NAME OF

COMPANY

WHITWORTH'S PRODUCE



LIMITED.

Statement of Increase of Nominal Capital

pursuant to Section 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.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 18th July 1967 been increased by the addition thereto of the sum of £2900-0-0 beyond the Registered Capital of £1000-0-0

Signature.....

J. H. Jones

Date.....

21.7.67

Description.....

Secretary

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.

CAT. NO. CA.26.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.

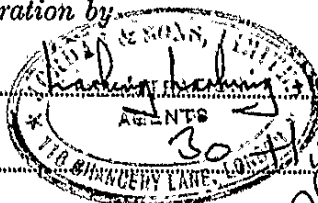
Law Stationers and Company Registration Agents.

REGISTERED

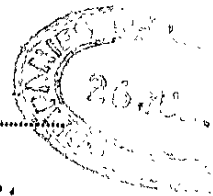
26 JUL 1967

S1467 (A)

Presented for registration by



Whitworth's Produce
30 High Street
Chittenden, Cambs.



24

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

COPY

Special Resolution

(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

WHITWORTH'S PRODUCE
LIMITED.

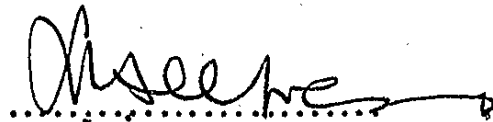
Passed the 26th. day of June 1970 .

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at

30, High Street, Chatteris, Cambs.

On the 26th. day of June 1970 , the following Special Resolution was duly passed:—

The authorised share capital of the company be increased to £71,000 by the creation of 68,000 Ordinary Shares of £1 each to rank pari-passu with those already in existence.



(L. W. ALLPRESS)

CHAIRMAN



The Resolution must be signed by the Chairman of the meeting at which it was passed or a Director or the Secretary of the Company. The Certificate overleaf must be completed and signed by a Director and the Secretary of the Company. The copy Resolution must be filed with the Registrar of Companies within 15 DAYS after the passing of the same.



NO. OF COMPANY 811645

[G.F. 19]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

WHITWORTH'S PRODUCE

LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. G.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

81164 (2) L.

Document Filer's Reference

Presented by

SHAW & SONS LTD.

REGISTRATION
AGENTS

116, Chancery Lane, London, W.C.2.

4 Po. Lane

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

WHITWORTH'S PRODUCE

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Special Resolution of the Company dated the twenty-sixth day of June 1970, the nominal Capital of the Company has been increased by the addition thereto of the sum of £68,000 beyond the registered Capital of £3,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
68,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

that they shall rank pari passu with the existing shares of the Company in all respects.

~~of the new Shares are Preference Shares, and are (b) [not] redeemable.~~

(Signature) 

(State whether Director, or Secretary) Secretary.

Dated the 6th. July 1970 day of 19

- (a) "Ordinary," "Extraordinary" or "Special"
(b) Delete as appropriate.

NO. OF COMPANY 811615



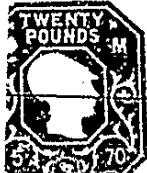
COMPANY HAVING A SHARE CAPITAL.



Inland Revenue Duty Stamp to be impressed here.



WHITWORTH'S PRODUCE



Statement of Increase of Nominal Capital

pursuant to Section 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.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 26th. June 1970 been increased by the addition thereto of the sum of £68,000 beyond the Registered Capital of £3,000

Signature

Date 6th. July 1970

Description Secretary

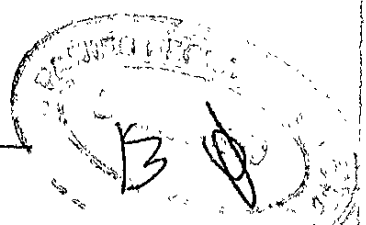
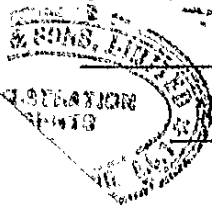
This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 6, Revenue Act, 1903).

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.

CAT. No. C.A.26.

JORDAN & SONS LTD
The Company Registration Agents
190 Fleet Street,
LONDON E.C.4.

presented for registration by



811615.

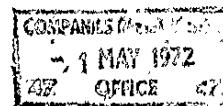
VPL

ITWORTH'S PRODUCE LIMITED, Bridge Street, Chatteris, Cambs. Telephone: Chatteris 2491 Telex: 32270
No. 811615

At an Extraordinary Meeting of the Company held at Bridge Street, Chatteris, Cambs. on 26th April 1972 it was resolved that Peter C. Cocks be appointed a Director of the Company forthwith. It was agreed by all members that the above Ordinary Resolution be passed notwithstanding that twenty one days special notice was not given.

.....
Secretary

26th April 1972



Chairman: D. Allpress Directors: A. J. C. Price (Managing), L. W. Allpress, M.A., R. F. Perolls, A. H. Coles

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

WHITWORTH'S PRODUCE

LIMITED

JORDAN & SONS, LTD.,
115, Chancery Lane, London, W.C.2.

Cat. No. G.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

82184 (D)

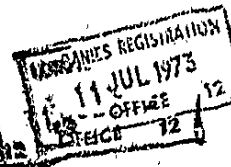
Document Filer's Reference

Presented by

J.G. Dawson

Whitworth's Produce Limited

Bridge Street, Chatteris, Cambs.



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

Whitworth's Produce 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 June 1973, the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 10000 beyond the registered Capital of £ 71000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
10000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.),
subject to which the new Shares have been, or are to be, issued, are as follows:—

TO RANK PARI-PASSU WITH THE 71000
ORDINARY SHARES ALREADY IN EXISTENCE

NONE of the new Shares are Preference Shares, and are (b) [not]
redeemable.

(Signature) 

(State whether Director, or Secretary) SECRETARY

Dated the 25th day of JUNE 1973.

- (a) "Ordinary," "Extraordinary" or "Special"
(b) Delete as appropriate.

Number of Company: 811615 / 40 .

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

COPY

ORDINARY RESOLUTION

(pursuant to the provisions of Sections 61 and 141 (2)
of the Companies Act, 1948)

OF

WHITWORTH'S PRODUCE LIMITED

Passed the 25th day of June 1973

At an Extraordinary General Meeting of the Members of the
above-named Company, duly convened and held at Bridge
Street, Chatteris, Cambs on the 25th day of June 1973, the
following ORDINARY RESOLUTION was duly passed:-

The authorised share capital of the company be
increased to £81,000 by the creation of 10,000
Ordinary Shares of £1 each to rank pari-passu
with those already in existence.

J.D. ALLPRESS

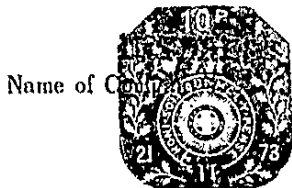
CHAIRMAN

0

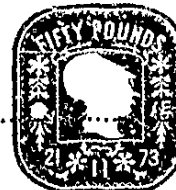
1005 1000000
1005 1000000
1005 1000000

Statement of increase in nominal capital

Made pursuant to Section 112 of the Stamp Act 1891



Name of Company Whitworth's Produce



Limited*

25th June 1973

The nominal capital of the above company has by a resolution of the company dated
been increased by the addition thereto of the sum of £ 10000 divided into 10000 shares
of £ 1 each beyond the registered capital of £71000

Signature

secretary

Description

Date 6th September 1973

NOTES

The stamp duty on an increase of nominal capital is 50p 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 annum from the passing of the resolution is also payable (Section 5, Revenue Act, 1903).

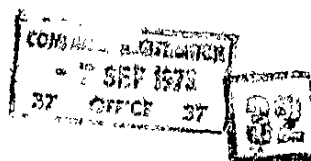
Attention is drawn to Section 63 of the Companies Act 1948 relative to the filing of a Notice of increase (on form no. 10) and a printed copy of the resolution authorising the increase.

*Delete "Limited" if not applicable

Presented by:

G.S. Povoas
Whitworth's Produce Limited
Bridge Street
Chatteris
Cambs.

Presentor's reference:



Stamps
LCS 302

No. of Company: 811619

147

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

(COPY)

SPECIAL RESOLUTION

(Pursuant to the provisions of Section 141 (2) of
the Companies Act 1948)

OF

WHITWORTH'S PRODUCE LIMITED

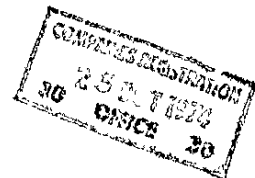
Passed the 22nd day of August 1974

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at Bridge Street, Chatteris, Cambs., on the 22nd day of August 1974, the following SPECIAL RESOLUTION was duly passed:-

The authorised share capital of the Company be increased to £100,000 by the creation of 19,000 Ordinary Shares of £1 each to rank pari-passu with those already in existence.

J.D. ALLPRESS

CHAIRMAN.



No. of Company 811615 / 46

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company Whitworth's Produce Limited*

hereby gives you notice that by ordinary/extraordinary/special** resolution of the company dated the

22:8:74 the nominal capital of the company has been increased by the addition thereto of a sum of £ 19,000 beyond the registered capital of £ 81,000

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
19000	Ordinary	£1

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

To rank pari-passu with those already in existence

Signed 

State whether Secretary
Director or Secretary

Date 7:11:74

* Delete "Limited" if not applicable
** Delete as necessary

(see notes overleaf)

Presented by: G S Povoas
Whitworth's Produce Ltd
Bridge Street
Chatteris
Cambs
Presenter's reference:

59

COMPANIES REGISTRATION
- 9 NOV 1974
39 OFFICE 39

Form No. 10

ORDINARY RESOLUTION
THE COMPANIES ACTS 1948 to 1981

Whitworth's Produce Limited
Company No: 811615

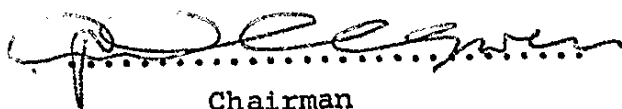
173

We the undersigned Shareholders being together the
Holders of all the shares of the above named Company
now issued resolve as follows:

That with a view to the acquisition of the whole
of the share capital of Crowland Potato Company
Limited other than the 500 £1 Ordinary Shares
already owned by Whitworth's Produce Limited
the capital of the Company be increased to
£106,750 by the creation of 6,750 Ordinary
Shares of £1 each to rank pari passu with the
existing Ordinary Shares of the Company in all
respects -----

Dated 30th September 1982

I certify this to be a true copy of the Resolution
passed.


Chairman





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 margin



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

To the Registrar of Companies

For official use Company number

21

811615

Name of Company

WHITWORTH'S PRODUCE

Limited*

*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

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

~~extraordinary~~ [special]† resolution of the company dated ~~1st June, 1982~~ 30th September 1982

the nominal capital of the company has been increased by the addition thereto of the sum of
£6,750 beyond the registered capital of £100,000

A 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
6,750	£1 Ordinary	£1

(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:

Please tick here if
continued overleaf



‡delete as
appropriate

Signed

Paul Passon

~~Director~~†~~Secretary~~‡ Date

30th September 1982
~~1st June, 1982~~

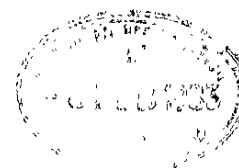
Presentor's name, address and
reference (if any):

Messrs. Greene & Greene,
80 Guildhall Street,
Bury St. Edmunds,
Suffolk.
(ref: 21/86168)

For official use
General section



Post room



THE COMPANIES ACTS 1948 to 1981

Whitworth's Produce Ltd

Company No: 811615

ORDINARY RESOLUTION.

We the undersigned Shareholders being together the Holders of all the shares of the above named Company now issued resolve as follows:

- a) That each of the existing 106,750 Ordinary Shares of £1 each in the capital of the Company be sub-divided into four Ordinary Shares of 25p each.
- b) That the capital of the Company be increased to £250,000 by the creation of 573,000 Ordinary Shares of 25p each to rank pari passu with the existing Ordinary Shares of the Company in all respects.
- c) That £129,936 of the reserves of the Company be capitalised and be applied to pay up at par three Ordinary Shares of 25p in the capital of the Company for each two Ordinary Shares of 25p issued as at the close of business on 30th September 1982 and that such shares be allotted non-renounceably distributed credited as fully paid up and registered to and amongst the Members in the proportion of three new Ordinary Shares for every two Ordinary Shares registered in the name of each Member at the close of business on 30th September 1982. Such newly allotted shares to rank pari passu with the existing Ordinary Shares

Dated 30th September 1982

I certify this to be a true copy of the Resolution passed.

.....


Chairman





Please do not
write in this
binding margin



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

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Form No. 10

10

To the Registrar of Companies

For official use Company number

75

811615

Name of Company

WHITWORTH'S PRODUCE

Limited*

*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

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special]† resolution of the company dated 30th September 1982

the nominal capital of the company has been increased by the addition thereto of the sum of
£143,250 beyond the registered capital of £106,750

A 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
573,000	Ordinary	25p

(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:

pari passu

Please tick here if
continued overleaf



Signed

—[Director] [Secretary]† Date 30th September 1982

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

Messrs. Greene & Greene,
80 Guildhall Street,
Bury St. Edmunds,
Suffolk.
(Ref: 21/66188)

For official use
General section

Post room



†delete as
appropriate

NO. OF COMPANY 811615 ✓

COPY SPECIAL RESOLUTION

OF

WHITWORTH'S PRODUCE LTD LIMITED ✓

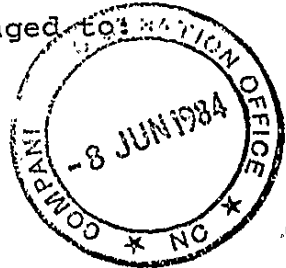
passed the 1st day of June 1984 ✓



At an Extraordinary General Meeting of the Company,
duly convened and held at Harvest House, Bridge Street,
Chatteris, Cambs on 1st June 1984 the following Special
Resolution was duly passed:- ✓

The name of the Company be changed to:

WHITWORTH'S FOOD GROUP LTD ✓




CHAIRMAN



Box
132553
Luo



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

811615

/ 82

I hereby certify that

WHITWORTH'S PRODUCE LIMITED

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

WHITWORTH'S FOOD GROUP LTD

Given under my hand at the Companies Registration Office,
Cardiff the 6TH JULY 1984

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

No. 811615

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

WHITWORTH'S FOOD GROUP LIMITED

At an Extraordinary General Meeting of the Company held at Harvest House Bridge Street Chatteris Cambridgshire on 14th November 1984 the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT:-

- (1) The Company be re-registered as a public company under the Companies Acts 1948 to 1983;
- (2) (a) the name of the Company be altered by deleting therefrom the word "Limited" and substituting therefor the letters "Plc ;
- (b) the provisions of the Memorandum of Association of the Company be altered
 - (i) by the insertion of a new Clause 2 as follows:-

"2. The Company is to be a public company"
 - (ii) by renumbering existing Clauses 2 to 5 as 3 to 6 accordingly
 - (iii) by adding the words "and Wales" to the end of Clause 2;
- (c) The Articles of Association of the Company be and they are hereby amended:-
 - (i) by the deletion therefrom of Articles 2 and 6



- Bill Green*
Chairman

Chairman

THE COMPANIES ACTS 1948 TO 1980

Application by a private company for re-registration as a public company

Pursuant to section 5(i) of the Companies Act 1980

Please do not write in this binding margin

For official use

Company number

811615

Name of company

WHITWORTH'S FOOD GROUP LIMITED

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

*Insert full name of Company

hereby applies to be re-registered as a public company under the Companies Acts 1948 to 1980 by the name of

WHITWORTH'S FOOD GROUP PLC

and for that purpose delivers the undermentioned documents for registration under the said Acts.

†delete as appropriate

Signed



[Director] [Secretary] †Date

14th Nov 84

Documents delivered for registration with this application:

- 1 Printed copy of memorandum and articles as altered in pursuance of the special resolution
- 2 Copy of auditors written statement in accordance with section 5(3)(b) of the Companies Act 1980
- 3 Copy of relevant balance sheet and auditors unqualified report thereon
- 4 Copy of any valuation report (if applicable)
- 5 Declaration made by Director or Secretary in accordance with section 5(3)(e) of the Companies Act 1980 (on Form No. R6)

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

Macfarlanes
10 Norwich Street
London EC4A 1BD
CDZM/33.0068/JMS

For official use
General Section



Lloyds
025868
£50.

Number 811615

89

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

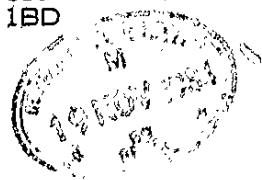
ARTICLES OF ASSOCIATION

-of-

WHITWORTH'S FOOD GROUP Plc

MACFARLANES

10 Norwich Street
London EC4A 1BD



THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

WHITWORTH'S FOOD GROUP Plc

1. The name of the Company is "WHITWORTH'S FOOD GROUP Plc".
2. The Company is to be a public company.
3. The registered office of the Company will be situate in England and Wales.
4. The objects for which the Company is established are:-
 - (a) To carry on business as packers processors and distributors of fresh fruits and vegetables and other foods of every description.
 - (b) To carry on business as wholesale and retail grocers, merchants, storekeepers, bakers and confectioners, and to deal in corn flour, pickles, jams, fish, meat, preserves and foodstuffs in general and also ironmongery and hardware and wine and spirit merchants and licensed victuallers.
 - (c) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether

for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (d) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (e) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trademarks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (f) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (g) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (h) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all

or any part of the business property and liabilities of any person body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (i) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (j) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (k) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (l) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (m) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful objects or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (n) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the

Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(o) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(p) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

5. The liability of the members is limited.

** 6. The share capital of the Company is £100 divided into 100 shares of £1 each.

** By Special Resolution dated 18th July 1967 the Share Capital of the Company was increased to £3,000 divided into 3,000 Ordinary Shares of £1 each by the issue of 2,900 Ordinary Shares of £1 each.

By Special Resolution dated 26th June 1970 the Share Capital of the Company was increased to £71,000 divided into 71,000 Ordinary Shares of £1 each by the issue of 68,000 Ordinary Shares of £1 each.

By Ordinary Resolution dated 25th June 1973 the Share Capital of the Company was increased to £81,000 divided into 81,000 Ordinary Shares of £1 each by the issue of 10,000 Ordinary Shares of £1 each.

By Special Resolution dated 22nd August 1974 the Share Capital of the Company was increased to £100,000 divided into 100,000 Ordinary Shares of £1 each by the issue of 19,000 Ordinary Shares of £1 each.

By Ordinary Resolution dated 30th September 1982 the Share Capital of the Company was increased to £106,750 divided into 106,750 Ordinary Shares of £1 each by the issue of 6,750 Ordinary Shares of £1 each.

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5,750
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By Ordinary Resolution dated 30th September 1982
the Share Capital of the Company was increased to £250,000
divided into 1,000,000 Ordinary Shares of 25p each by the
division of the existing 106,750 Ordinary Shares of £1
each into 427,000 Ordinary Shares of 25p each and by the
issue of a futher 573,000 Ordinary Shares of 25p each.

We, the several persons whose names and addresses 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
KEVIN S. PENETT Barrington House, 59-67 Gresham Street, London EC2 Solicitors Articled Clerk	ONE
MARION SIMMONS Barrington House, 59-67 Gresham Street, London EC2 Secretary	ONE

DATED the 29th day of June 1964

WITNESS to the above Signatures:-

RUTH RUDD
Barrington House,
59-67 Gresham Street,
London EC2

Secretary

are
pany,
we
the
names.

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

* WHITWORTHS FOOD GROUP Plc

PRELIMINARY

1. The regulations contained in Part I (but not Part II) of Table A in the First Schedule to the Companies Act, 1948 (such Part I being hereinafter referred to as "Table A"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company and Clause 1 of Table A shall apply to the construction of these Articles.

CAPITAL

2. The share capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.

SHARES

3. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

LIEN

4. The liens given by Clause 11 of Table A shall extend to every share in the capital of the Company whether fully paid or not.

* As amended by Special Resolutions dated 1st June 1984
and 14th November 1984

PROCEEDINGS AT GENERAL MEETINGS

5. Two members present in person or by proxy or by representatives appointed under Clause 74 of Table A shall be a quorum at any General Meeting. Clause 53 of Table A shall be modified accordingly.

6. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A shall be modified accordingly.

7. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

8. Unless and until otherwise resolved in accordance with Clause 94 of Table A the Directors shall not be less than two. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Clause 75 of Table A shall not apply to the Company.

9. A Director shall not be required to hold any shares of the Company by way of qualification. Clause 77 of Table A shall not apply to the Company.

10. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Clause 76 of Table A shall not apply to the Company.

11. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

BORROWING POWERS

12. The proviso to Clause 79 of Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

13. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of Clause 84 of Table A shall not apply to the Company.

RETIREMENT OF DIRECTORS

14. The office of a Director shall be vacated in any of the following events, namely:-

- (A) If he shall become prohibited by law from acting as a Director.
- (B) If (not being a Managing Director holding office as such for a fixed term) he resign by writing under his hand left at the Registered Office.
- (C) If he shall have a receiving order made against him or shall compound with his creditors generally.
- (D) If he shall become of unsound mind.
- (E) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated.

Clause 88 of Table A shall not apply to the Company.

15. The Directors shall not be subject to retirement by rotation and accordingly Clauses 89 to 92 of Table A shall not apply to the Company and all other references in Table A to retirement by rotation shall be disregarded.

PROCEEDINGS OF DIRECTORS

16. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Provided that, where a Director has appointed an alternate Director, the signature of either such Director or such alternate Director shall be required. Clause 106 of Table A shall not apply to the Company.

MANAGING DIRECTORS

17. Clauses 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director.

ALTERNATE DIRECTORS

18. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person approved by the Directors to be his alternate Director and may in like manner at any time terminate such appointment.

(B) The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or compounds with his creditors generally, or (iii) if he becomes unsound mind. His appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director.

(C) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of 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 as such meeting to perform all functions of his appointor as a Director and he shall be entitled to sign any resolution in writing of the Directors as hereinbefore provided. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time

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Director for

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to time

direct, but save as aforesaid he shall not in respect of
such appointment be entitled to receive any remuneration
from the Company.

INDEMNITY

19. Subject to the provisions of and so far as may
be permitted by the Act every Director, alternate Director,
Auditor, Secretary or other officer of the Company shall
be entitled to be indemnified by the Company against all
costs, charges, losses, expenses and liabilities incurred
by him in the execution and discharge of his duties or in
relation thereto. Clause 136 of Table A shall be extended
accordingly.

Names, Addresses and Descriptions of Subscribers

KEVIN S. PENETT
Barrington House,
59-67 Gresham Street,
London EC2

Solicitors Articled Clerk

MARION SIMMONS
Barrington House,
59-67 Gresham Street,
London EC2

Secretary

DATED the 29th day of June, 1964

WITNESS to the above Signatures:-

RUTH RUDD
Barrington House,
59-67 Gresham Street,
London EC2

Secretary

WHITING & PARTNERS
Chartered Accountants

8/16/90

Geoffrey C. Wood
Alan D. Salmon
John Reeve
Malcolm B. Hancock
Thomas J. Whittingdale

Stephen R. K. Taylor, M.A.
John F. Burk
Michael R. Caddock, B.A.
Noel A. E. Handley
Philip D. West

Richard J. Tyler
Richard Lowe
Elizabeth A. Matthews, A.T.I.L.
David A. E. Thompson

Central Walk, Cornhill,
Bury St. Edmunds, P.O. Box 10,
Suffolk, IP33 1NQ
Telephone: (0284) 2313

Consultants:-
Jack E. Watterson

Cyril E. Welbourne

our ref:

your ref:

Date:

The Directors
Whitworth's Food Group Ltd
Harvest House
Bridge Street
CHATTERIS
Cambs
PE16 6RS

13 November 1984

Dear Sirs

Companies Act 1980 Section 5

We as Auditors of your Company make this statement pursuant to Section 5(3)(b) of the Companies Act 1980 Part I. In our opinion the balance sheet signed by you and dated 9 November 1984 showed that at the 30 September 1984 the amount of the Company's net assets was not less than the aggregate of its called up share capital and undistributable reserves.

Yours faithfully

Whiting & Partners



London
01-588 0101

Bury St Edmunds
2313

Chatteris
2304

Downham Market
387374

Ely
2595

King's Lynn
4745

March
2304

Mildenhall
712267

Ramsey (Cambs)
813731

Wisbech
584113

Offices & Telephone Nos.

WHITWORTH'S FOOD GROUP LIMITED
AND SUBSIDIARY COMPANIES

DIRECTORS' REPORT
AND
STATEMENT OF ACCOUNTS
For the year ended 30 September 1964

91

WHITWORTH'S FOOD GROUP LIMITED
AND SUBSIDIARY COMPANIES

DIRECTORS' REPORT
AND
STATEMENT OF ACCOUNTS
For the year ended 30 September 1984



WHITWORTH'S FOOD GROUP LIMITED AND SUBSIDIARIES

1.

BOARD OF DIRECTORS

J D Allpress, O.B.E. (Chairman)
T N Holt (Chief Executive)
C T Mannering, F.C.A. (Finance Director)

P C Aspinall, C.B.E. (Non Executive Deputy Chairman)
Mrs S A R Dyer (Non Executive)

COMPANY SECRETARY

C T Mannering, F.C.A.

PRINCIPAL BANKERS

Barclays Bank PLC
Algemene Bank Nederland NV

AUDITORS

Whiting & Partners
Chartered Accountants
Bury St Edmunds

REGISTERED OFFICE

Harvest House
Bridge Street
Chatteris
Cambridgeshire
PE16 6RS

REGISTERED NUMBER

811615

CHAIRMAN'S STATEMENT

THE FAST YEAR

As anticipated in my last statement, the 1983/84 results are well up on the preceding year and, in fact, are at an all time record level. This was achieved despite a number of problems, the major one being the higher price of our main raw materials for much of the year.

These difficult trading conditions necessitated particularly close control of the business and made apparent the need for a re-appraisal of the complex management structure which had built up during the rapid development of the Group in recent years. This structure has now been simplified to ensure more speedy response to changing conditions.

NEW MANAGEMENT STRUCTURE

In May 1984, Tim Holt, previously Chief Executive of our pre-packing operations, was appointed as Group Chief Executive in my place. He was given the task of forming an Executive Committee of senior representatives from each operation both to implement Board policies and exercise close control over the daily operations of the Group. The Executive Committee has worked closely with the Financial Services Section in the use of the computer systems to ensure greater control over the Group's operations and the benefits of the reorganisation and past investment in computers are already becoming apparent.

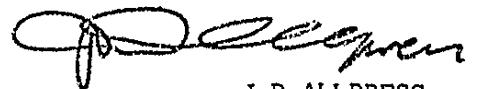
FUTURE DEVELOPMENTS

The expansion of the pre-packing operations referred to previously, has now been largely completed and will enable us to cope with the exacting demands of our customers in terms of both volume and quality. Due to this substantial capacity expansion and the difficult trading environment experienced in the past year, it was thought best to postpone our acquisition plans. However, these will be taken up again in due course as suitable opportunities arise.

THE CURRENT YEAR

It is still too early in the Financial Year to predict results but we would expect that pre-packing and importing divisions will continue to make further progress but that the growing and merchanting divisions may only maintain their position due to the surplus of produce available.

Finally, none of the achievements of the past year would have been possible without the devotion and hard work of all our staff. On behalf of the Board, I again express our gratitude to them all.



J D ALLPRESS
Chairman

9 November 1984

REPORT OF THE DIRECTORS

The Directors submit their Report and audited Accounts for the year ended 30 September 1984.

RESULTS AND DIVIDENDS

The results of the Group for the year are set out in detail on page 7. The Directors do not recommend the payment of a dividend.

REVIEW OF THE BUSINESS

The Company changed its name on 6 July 1984 from Whitworth's Produce Ltd to Whitworth's Food Group Ltd.

The principal activities of the Group continue to be the prepacking, sales and distribution of fruit and vegetables.

Fruit and Vegetable Trade

High prices throughout the season caused many problems which stretched the relationship between growers and retailers to the limit. Lower throughput in the factories was compensated by a successful transition of our procurement from merchants to increasing grower supplies and our ability to successfully compete in a difficult market which was in short supply of its raw material.

Our growing and merchanting interests benefited from the high price season and their ability to continue to trade in quality produce despite the general shortage, although at the end of the financial year amounts had to be written off the stored crops to bring them into line with expected realisable prices.

Commodity Broking

During the year the balance of the share capital of the commodity broking business not already owned by the Group was acquired. Following acquisition total control achieved the right management structure for growth.

Financial Services

This division includes our interests in equipment for leasing and property development as well as providing financial services for the Group and other clients. It is in this latter area where the improvement in the computerisation and management systems led to closer controls and direction of the business which we are confident will assist us increasingly in the future.

Management

A review of the Group management structure, combined with a review of the strategy resulting in a concentration on the main trading opportunities also took place during the year and these will again be beneficial in achieving controlled growth in the future and to be able to quickly overcome problems as they arise.

REPORT OF THE DIRECTORS (CONTINUED)FIXED ASSETS

The changes in fixed assets during the year are summarised in the notes to the Accounts. The most significant items were:-

1. All the group's land and buildings were professionally revalued on open market values at 28 September 1984. These accounts reflect these new values with the exception of one freehold property, an offer for which was accepted after the Balance Sheet date, and those leasehold properties which are not for disposal.
2. The upgrade and modernisation of our three prepacking plants continued this year at a planned cost of £820,000 of which the majority had been incurred prior to the end of the financial year. The benefit from this investment will be increased production combined with greater efficiency and will be reflected in future years figures.

DIRECTORS AND THEIR INTERESTS

The Directors (and their ages) at 30 September 1984, and their interests in the share capital of the company were as follows:-

		30 September 1984		1 October 1983 or at date of appointment	
		Beneficial	Non- Beneficial	Beneficial	Non- Beneficial
J D Allpress	(54)	109,173	86,625	204,460	-
L W Allpress	(49)	10,976	-	34,300	-
P C Aspinall	(62)	-	-	-	-
R F Clarke	(41)	8,662	-	-	-
P C Cocks	(52)	-	-	-	-
Mrs S A R Dyer	(35)	39,408	81,812(1)	82,720	35,500(1)
T N Holt	(39)	4,331	-	-	-
C T Mannering	(46)	4,331	77,000(1)	-	71,000(1)

- Note (1) Includes joint interests as trustees in 38,500 (1983 35,500) shares
- (2) There have been no alterations in directors' interests since 30 September 1984.
- (3) Mrs S A R Dyer is also a member of a class of beneficiaries under a discretionary trust which wholly owns Pentathlon Investments Ltd. referred to below.

Mrs C J Bayliss and Mr F D Berridge, who were directors on 30 September 1983, resigned on 20 September 1984 and 30 January 1984 respectively. Mr P C Aspinall was appointed a Director on 19 April 1984 and Mr T N Holt on 21 October 1983.

Messrs L W Allpress, P C Cocks and R F Clarke resigned on the 9 and 11 October and 9 November 1984 respectively.

REPORT OF THE DIRECTORS (CONTINUED)SUBSTANTIAL SHAREHOLDING

The Directors have been notified of the following holdings, excluding those Directors' holdings shown above:-

	<u>Number of shares</u>	<u>Percentage of Issued Capital</u>
Mrs C J Bayliss (beneficial and non-beneficial holding)	121,220	13.99
Pentathlon Investments Ltd, of Nassau, Bahamas	391,040	45.14

SUBSIDIARIES

In order to rationalise trading operations, reduce costs and to derive maximum benefit from the new management structure referred to above, the holding company took over the operations of the following subsidiaries at 30 September 1984, on which date they ceased to trade:

Whitworth's Produce (Chatteris) Ltd
Whitworth's Produce (Crowland) Ltd
Whitworth's Produce (Littleport) Ltd
Whitworth's Produce (Essex) Ltd
Delvin Ltd
Geoff Rapley Ltd
Fisher Covent Garden Ltd

EMPLOYMENT POLICY

All employees receive equal opportunity for training and career development.
The Company supports the employment of disabled persons wherever possible.

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the period under review the Group has made the following contributions:-

Charitable	£945
Political (Conservative Organisations)	£250

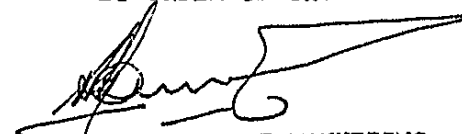
TAXATION STATUS

The Company and its UK Subsidiaries are close companies within the meaning of Section 282 of the Income and Corporation Taxes Act 1970.

AUDITORS

The Auditors, Messrs. Whiting and Partners, have signified their willingness to continue in office, and a resolution to re-elect them will be put to the Annual General Meeting, together with a proposal that the Directors be empowered to fix their remuneration.

BY ORDER OF THE BOARD



C T MANNERING
Secretary

9 November 1984

REPORT OF THE AUDITORS

To the Members of Whitworth's Food Group Limited

We have audited the accounts set out on pages 7 to 38 inclusive in accordance with approved Auditing Standards.

In our opinion, the accounts on pages 7 to 32 inclusive which have been prepared on the basis of the accounting policies set out in Note 1 to the accounts on pages 14-16 inclusive, give a true and fair view of the state of affairs of the Company and of the Group at 30 September 1984 and of the profit and source and application of funds of the Group for the year then ended and comply with the provisions of the Companies Acts 1948 to 1981.

In our opinion, the abridged supplementary current cost accounts set out on pages 33 to 38 have been properly prepared, in accordance with the accounting policies and methods set out on pages 35 to 38, and give the information required by Statement of Standard Accounting Practice No. 16.

Whiting & Partners
WHITING AND PARTNERS
Chartered Accountants

12 November 1984

BURY ST EDMUNDS

CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the year ended 30 September 1984

	Note	30 September 1984		30 September 1983	
		£'000	£'000	Restated £'000	£'000
TURNOVER	1(e) & 2		45,011		33,756
Change in stocks of finished goods			(5)		-
Other operating income	3		358		434
			<u>45,364</u>		<u>34,190</u>
Raw materials and consumables		(38,234)		(27,926)	
Other external charges		(235)		(253)	
Staff Costs	4	(2,572)		(2,604)	
Depreciation and other amounts written off tangible fixed assets less overprovision in previous years	6	(407)		(461)	
Other operating charges		<u>(2,948)</u>		<u>(2,383)</u>	
			(44,396)		(33,627)
OPERATING PROFIT	6		968		563
Share of related company's losses		(39)		(9)	
Interest receivable	7	29		17	
Interest payable	8	<u>(139)</u>		<u>(138)</u>	
			(149)		(130)
			<u>819</u>		<u>433</u>
Exceptional items	9		94		(166)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2		913		267
Tax on profit on ordinary activities	10		<u>(394)</u>		<u>(148)</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION			519		119
Minority interests in (profits)/ losses after taxation			<u>(77)</u>		<u>13</u>
			442		132
Extraordinary income	11		<u>86</u>		<u>-</u>
RETAINED PROFIT FOR THE YEAR ATTRIBUTABLE TO THE MEMBERS OF THE WHITWORTH'S FOOD GROUP LTD			<u>£528</u> =====		<u>£132</u> =====

CONSOLIDATED PROFIT AND LOSS ACCOUNT (CONTINUED)

For the year ended 30 September 1984

	<u>30 September 1984</u>		<u>30 September 1983</u>	
			Restated	
	£'000	£'000	£'000	£'000
The retained profit for the year has been dealt with in accounts as follows:-				
Parent Company		223		(6)
Subsidiaries		305		147
Related company		-		(9)
		<hr/>		<hr/>
		£528		£132
		=====		=====

The notes on pages 14 to 32 form an integral part of these Accounts

WHITWORTH'S FOOD GROUP LIMITED AND SUBSIDIARIES

9.

CONSOLIDATED BALANCE SHEET



As at 30 September 1984

	Note	30 September 1984		30 September 1983	
		£'000	£'000	£'000	£'000
<u>NET ASSETS EMPLOYED</u>					
FIXED ASSETS:-					
Intangible assets	12	110	-		
Tangible Assets	13	3,419	2,079		
Investments	14	229	320		
			3,758		2,399
CURRENT ASSETS:-					
Stocks		613	665		
Leasing Plant	15	195	269		
Debtors	16	4,924	4,585		
Bank and Cash balances		265	403		
		5,997	5,922		
CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR:-					
Bank Overdrafts	17	(487)	(1,599)		
Creditors	17	(5,766)	(4,404)		
		(6,253)	(6,003)		
NET CURRENT LIABILITIES					
			(256)		(81)
TOTAL ASSETS LESS CURRENT LIABILITIES					
			3,502		2,318
PROVISIONS FOR LIABILITIES AND CHARGES					
DEFERRED CREDIT	18	(845)	(919)		
	19	(3)	(10)		
			(848)		(929)
			£2,654		£1,389
			=====		=====

CONSOLIDATED BALANCE SHEET (CONTINUED)

	<u>Note</u>	<u>30 September 1984</u>		<u>30 September 1983</u>	
		<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
<u>FINANCED BY CAPITAL AND RESERVES</u>					
CALLED UP SHARE CAPITAL	20		217		217
RESERVES:-					
Revaluation Reserves	21	717		-	
Other reserves	22	41		92	
Profit and Loss Account	23	1,512		996	
	24		2,270		1,088
<u>SHAREHOLDERS FUNDS</u>			2,487		1,305
MINORITY INTERESTS	25		167		84
			£2,654		£1,389
			=====		=====

The accounts on pages 7 to 38 were approved by the Board of Directors on 9 November 1984 and were signed on its behalf by


J D ALLPRESS)

G T MANNERING)

) DIRECTORS

The notes on pages 14 to 32 form an integral part of these Accounts.

BALANCE SHEETAs at 30 September 1984

	<u>Notes</u>	<u>30 September 1984</u>		<u>30 September 1983</u>	
		<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
<u>NET ASSETS EMPLOYED</u>					
<u>FIXED ASSETS:-</u>					
Tangible Assets	13	1,367		604	
Investments	14	150		582	
			1,517		1,186
<u>CURRENT ASSETS:-</u>					
Debtors	16	220		358	
Cash at Bank and in Hand		1		1	
		221		359	
<u>CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR:-</u>					
Bank Overdrafts	17	(259)		(855)	
Sundry Creditors	17	(313)		(325)	
		(572)		(1,180)	
NET CURRENT LIABILITIES			(351)		(821)
TOTAL ASSETS LESS CURRENT LIABILITIES			£1,166		£365
PROVISIONS FOR LIABILITIES AND CHARGES	18		(105)		(127)
			£1,061		£238
			=====		=====
<u>FINANCED BY CAPITAL AND RESERVES</u>					
CALLED UP SHARE CAPITAL	20		217		217
<u>RESERVES:-</u>					
Revaluation Reserves	21	600		-	
Profit and Loss Account	23	244		21	
			844		21
			£1,061		£238
			=====		=====



J D ALLPRESS



C T MANNERING

) DIRECTORS

The notes on pages 14 to 32 form an integral part of these Accounts.

SOURCE AND APPLICATION OF FUNDSFor the year ended 30 September 1984

	<u>30 September 1984</u>		<u>30 September 1983</u>	
	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
<u>SOURCE OF FUNDS:</u>				
Profit on ordinary activities before taxation		913		267
Adjustment for items not involving movement of funds:-				
Depreciation after allowing for overprovision in previous years	407		461	
Provision for potential losses on contracts	(156)		166	
Share of profits of overseas partnership	(7)		(12)	
Grants for capital expenditure released to profits this year	(7)		(41)	
Movement on exchange reserves, adjusted for change in value of fixed assets	3		2	
Share of related company's losses	39		9	
		<u>279</u>		<u>585</u>
		1,192		852
<u>FUNDS GENERATED FROM OPERATIONS</u>				
<u>FUNDS FROM OTHER SOURCES:</u>				
Sales of Tangible Fixed Assets	181		683	
Capital Expenditure Grants received	-		51	
Repayment of Loans	45		29	
		<u>226</u>		<u>763</u>
		1,418		1,615
<u>APPLICATION OF FUNDS:</u>				
Purchase of Tangible Fixed Assets	(1,108)		(935)	
Increase in Fixed Asset Investments	-		(123)	
Cost of acquisition of subsidiary	(182)		(1)	
Tax (paid)/refunded	(91)		9	
Loans advanced	(75)		-	
		<u>(1,456)</u>		<u>(1,050)</u>
		£(38)		£565
<u>(DECREASE)/INCREASE IN WORKING CAPITAL</u>		=====		=====

SOURCE AND APPLICATION OF FUNDS (CONTINUED)For the Year ended 30 September 1984

	<u>30 September 1984</u>		<u>30 September 1983</u>	
	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
COMPONENTS OF (DECREASE)/INCREASE IN WORKING CAPITAL:				
Stocks (decrease)/increase		(52)		(5)
Debtors (decrease)/increase		(1,041)		2,034
Creditors decrease/(increase)		521		(1,091)
Leasing plant (decrease)/increase		(74)		101
Liquid Funds net movement:-				
Overdrafts	1,112		(802)	
sh at Bank and in Hand	(504)		328	
		608		(474)
		<u>£(38)</u>		<u>£565</u>
		=====		=====

The above statement includes for six months the source and application of funds of the subsidiary acquired with effect from 1 April 1984.

Summary of the effects of acquisition of subsidiary on 1 April 1984

	<u>£'000</u>
Net Assets acquired:	
Intangible Fixed Assets	110
Tangible Fixed Assets	50
Investments	1
Debtors	1,408
Creditors	(1,750)
Bank and Cash	366
	<u>185</u>
Premium on acquisition	76
	<u>261</u>
<u>Less Cost of shares owned prior to acquisition</u>	(79)
	<u>£182</u>
	=====

The notes on pages 14 to 32 form an integral part of these Accounts

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

a) Convention

These financial statements have been prepared in accordance with the historical cost convention modified to include the revaluation of certain land and buildings. The principal accounting policies which the Directors have adopted within that convention are set out below.

b) Basis of Consolidation

The Consolidated Accounts incorporate the Accounts of Whitworth's Food Group Limited and all its U.K. Subsidiaries for the twelve months ended 30 September 1984, or since acquisition if this took place during the year. Overseas subsidiaries have been consolidated for the year ended 30 June 1984.

Where a subsidiary has an interest in a partnership, the consolidated accounts show the Group's share of the results of the partnership for the year ending within the Group's financial year.

The cost of bringing the financial year end of the overseas subsidiaries into line with that of the U.K. Companies would be considerable, and, in the opinion of the Directors, cannot be justified.

Where subsidiaries were acquired on a valuation basis and certain assets have a value in excess of the amount appearing in the subsidiary's Balance Sheet, the consolidated accounts reflect the revised valuation.

Capital Reserve/goodwill on consolidation arise if the amount by which the purchase consideration for shares in subsidiaries falls short of/exceeds the value to the Group of net assets acquired.

c) Foreign Currency

All items in foreign currencies are converted to sterling at the rate of exchange ruling on the consolidation date, being 30 June 1984, of Hfl 4.244 to £ (1983 - Hfl 4.358 to £). Exchange gains which arise from the translation at rates different from those used in the previous year's accounts of the share capital and reserves of overseas subsidiaries are dealt with through the Exchange Reserve.

Exchange profits or losses realised on trading transactions are included in the Group's trading results.

d) Bases for the Determination of Profit and Loss

The bases for the determination of the Profit and Loss are as follows:-

The profit is determined as the difference between the revenues of the goods and services rendered and the costs and other charges incurred during the year.

The profits upon transactions are taken in the year in which they are realised. A transaction is realised at the moment of delivery.

The losses are taken in the year in which they are realised or predeterminable.

NOTES TO THE ACCOUNTS (CONTINUED)

1. ACCOUNTING POLICIES (continued)

e) Turnover

Turnover is the sales value arising from the provision of goods and services falling within the Group's ordinary activities, exclusive of Value Added Tax, to customers outside the Group; only commission is included in respect of sales in connection with deals on a futures market.

f) Deferred Taxation

Deferred taxation is calculated using the liability method, and is only provided where there is a reasonable probability that a liability will become payable within the foreseeable future. Provision is made at the average rate of corporation tax (40%) expected to prevail when the liability crystallises.

g) Tangible Fixed Assets and Depreciation

Tangible fixed assets are stated at cost or valuation, less a depreciation charge.

United Kingdom Companies

Depreciation is calculated to write off the cost of assets in equal annual instalments over their expected useful lives.

Overseas Companies

Depreciation is calculated to write off the cost of assets in equal annual instalments, except in the case of Motor Vehicles where depreciation is provided to write off 90% of the cost, over the expected useful lives.

The rates applied are as follows:-

	<u>U.K. Companies</u>	<u>Overseas Companies</u>
Freehold Premises	2%	3%-4%
Leasehold Property	Over unexpired period of lease	3%
Plant, Machinery and Office Equipment etc.	20%	20%
Motor Vehicles	25%	22.5%

h) Stocks

Stocks are valued at cost or net realisable value whichever is the lower.

Cost in the case of produce is the net cost attributable in bringing it to its current state and position.

Net realisable value is based on estimated selling price less further costs expected to be incurred to completion and disposal.

NOTES TO THE ACCOUNTS (CONTINUED)1. ACCOUNTING POLICIES (Continued)i) Related Companies

A related company is one in which the group has a substantial interest held for the long term and upon whose commercial and financial policy decisions the group exercises a significant influence. These accounts include the Group's share of the related company's results for the period to 31 March 1984.

j) Pensions

The Group operates pension schemes covering the majority of its salaried employees. Contributions are normally charged against profits as they are made. Actuarial valuations are carried out every five years. Deficits arising on these valuations are charged to the profit and loss account when they arise.

k) Deferred Credit

Grants received in respect of tangible fixed assets are treated as a deferred credit and are released to the Profit and Loss Account in equal instalments over the estimated useful economic life of the assets concerned.

l) Research and Development

Research and Development expenditure is written off as incurred.

m) Extraordinary and Exceptional Items

All expenditure and income arising in the normal course of business is accounted for in arriving at the profit on ordinary activities before taxation. Any significant prior year adjustments or exceptional items are noted in the Accounts as appropriate. Extraordinary items are items which derive from transactions outside the ordinary activities of the business and which are significant to an understanding of the Accounts. Exceptional items derive from the Company's ordinary business activity but are considered to require disclosure on account of size or incidence to assist in a proper understanding of the Accounts.

2. ANALYSIS OF TURNOVER AND PROFIT

	<u>Turnover £'000</u>		<u>Profit/(Loss) before taxation £'000</u>	
	<u>1984</u>	<u>1983</u>	<u>1984</u>	<u>1983</u>
Fruit and Vegetable trades	44,597	32,218	869	367
Financial Services	197	138	72	45
Commodity Broking	217	-	11	-
Retailing	-	1,400	-	(136)
Related company (prior to acquisition)	N/A	N/A	(39)	(9)
	<u>£45,011</u>	<u>£33,756</u>	<u>£913</u>	<u>£267</u>
	=====	=====	=====	=====

NOTES TO THE ACCOUNTS (CONTINUED)2. ANALYSIS OF TURNOVER AND PROFIT (Continued)

An analysis of the turnover by geographical market is given below:-

	<u>1984</u> <u>£'000</u>	<u>1983</u> <u>£'000</u>
United Kingdom	32,111	24,498
Other EEC Countries	11,879	7,749
Other European Countries	1,021	1,509
	<u>£45,011</u>	<u>£33,756</u>
	=====	=====

3. OTHER OPERATING INCOME

	<u>1984</u> <u>£'000</u>	<u>1983</u> <u>£'000</u>
Commission and handling	290	388
Net Rental Income	51	14
Profits from partnership trading	7	12
Sundry trading income and profits arising in year	10	20
	<u>£358</u>	<u>£434</u>
	=====	=====

4. STAFF COSTS

	<u>1984</u> <u>£'000</u>	<u>1983</u> <u>£'000</u>
Wages and Salaries	2,257	2,319
Social Security costs	239	216
Other pension costs	76	69
	<u>£2,572</u>	<u>£2,604</u>
	=====	=====

The average weekly number of employees, including Directors, during the year was made up as follows:-

	<u>1984</u>	<u>1983</u>
Production	194	222
Sales	109	133
Administration	59	53
	<u>362</u>	<u>408</u>
	=====	=====

There were no employees, other than Directors and those whose duties were discharged wholly or mainly outside the United Kingdom, whose emoluments, excluding pension contributions, exceeded £30,000.

NOTES TO THE ACCOUNTS (CONTINUED)DIRECTORS

- a) Emoluments of the directors of the company included in Staff Costs were as follows:-

	<u>1984</u> £'000	<u>1983</u> £'000
Management Remuneration	139	137
Compensation for loss of office	13	-
	<u>£152</u>	<u>£137</u>
	=====	=====

The emoluments, excluding pension contributions, of Directors were as follows:-

Chairman and highest paid director	£49,022	£48,000
	=====	=====

Number of other directors in the salary bands:-

	<u>1984</u>	<u>1983</u>
No remuneration	TWO	TWO
£1 to £5,000	TWO	NONE
£10,001 to £15,000	TWO	TWO
£15,001 to £20,000	NONE	ONE
£20,001 to £25,000	TWO	TWO
£25,001 to £30,000	ONE	NONE

6. OPERATING PROFIT

Operating profit is after charging/(crediting) the following items:-

	<u>1984</u>		<u>1983</u>	
£'000	£'000	£'000	£'000	£'000
Depreciation:				
Charge for year	475		470	
Less Profit on disposals	(68)		(9)	
	<u>407</u>		<u>461</u>	
Hire of plant and machinery	4		9	
Auditors' Remuneration	32		24	
Proportion of grant received in connection with capital expenditure	(7)		(41)	
	=====		=====	

NOTES TO THE ACCOUNTS (CONTINUED)12. INTANGIBLE ASSETS - £110,000

These represent the cost to the Group of seats on commodity markets which entitle the Group to transact business on the floor of the houses, and which were acquired during the year.

13. TANGIBLE ASSETS (all figures in £'000's)

GROUP	Land and Buildings	Assets in Course of Construction	Plant and Machinery	Office Equipment etc	Motor Vehicles	Total
COST OR VALUATION						
At 1 October 1983	1,024	-	1,027	308	979	3,338
Subsidiary acquired				24	37	61
Expenditure in year	63	38	627	76	304	1,108
Surplus on revaluation	636					636
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
	1,723	38	1,654	408	1,320	5,143
<u>Less Disposals</u>	(50)		(15)	(25)	(171)	(261)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
	£1,673	£38	£1,639	£383	£1,149	£4,882
	=====	=====	=====	=====	=====	=====
ACCUMULATED DEPRECIATION						
At 1 October 1983	(121)		(551)	(96)	(491)	(1,259)
Subsidiary acquired				(2)	(9)	(11)
Charge for year	(20)		(177)	(62)	(216)	(475)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
	(141)		(728)	(160)	(716)	(1,745)
<u>Less Disposals</u>	6		15	24	103	148
Written back on revaluation	134					134
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
	£(1)	-	£(713)	£(136)	£(613)	£(1,463)
	=====	=====	=====	=====	=====	=====
NET BOOK VALUES						
30 September 1983	£903	-	£476	£212	£488	£2,079
	=====	=====	=====	=====	=====	=====
30 September 1984	£1,672	£38	£926	£247	£536	£3,419
	=====	=====	=====	=====	=====	=====

NOTES TO THE ACCOUNTS (CONTINUED)

13. TANGIBLE ASSETS (continued) - (all figures in £'000's)

Land and Buildings Comprise

	<u>30 September 1984</u>	<u>30 September 1983</u>
COST OR VALUATION		
Freehold	1,543	830
Long Leasehold	100	143
Short Leasehold	30	51
	<hr/> 1,673	<hr/> 1,024
ACCUMULATED DEPRECIATION		
Freehold	(1)	(110)
Long Leasehold	-	(5)
Short Leasehold	-	(6)
	<hr/> (1)	<hr/> (121)
	<hr/> £1,672	<hr/> £903
	=====	=====
and are stated at open market values in 1984	1,653	-
at cost	20	1,024
	<hr/> £1,673	<hr/> £1,024
	=====	=====
If stated under historical cost principles the comparable amounts for the total cost of land and buildings would be		
Cost	1,037	1,024
Accumulated Depreciation	(135)	(121)
	<hr/> £902	<hr/> £903
	=====	=====

All other tangible fixed assets are stated at historical cost.

NOTES TO THE ACCOUNTS (CONTINUED)

13. TANGIBLE ASSETS (Continued) - (all figures in £'000's)

COMPANY	Land and Buildings	Assets in Course of Construction	Plant and Machinery	Office Equipment etc	Motor Vehicles	Total
<u>COST OR VALUATION</u>						
At 1 October 1983	380			238	95	713
Expenditure in year	7			35	101	143
Inter-Group Transfers	127				15	142
Surplus on revaluation	585					585
	1,099			273	211	1,583
	(2)			(21)	(80)	(103)
<u>Less Disposals</u>						
	£1,097	-	-	£252	£131	£1,480
	=====	=====	=====	=====	=====	=====
 <u>ACCUMULATED DEPRECIATION</u>						
At 1 October 1983	(7)			(62)	(40)	(109)
Charge for year	(7)			(45)	(25)	(77)
Inter-group transfers					(6)	(6)
	(14)			(107)	(71)	(192)
<u>Less:</u>						
Disposals				21	44	65
Written back on revaluation	14					14
	-	-	-	£(86)	£(27)	£(113)
	=====	=====	=====	=====	=====	=====
 <u>NET BOOK VALUES</u>						
30 September 1983	£373	-	-	£176	£55	£604
	=====	=====	=====	=====	=====	=====
 30 September 1984	£1,097	-	-	£166	£104	£1,367
	=====	=====	=====	=====	=====	=====

NOTES TO THE ACCOUNTS (CONTINUED)13. TANGIBLE ASSETS (Continued) - (all figures in £'000's)Land and Buildings Comprise

	<u>30 September 1984</u>	<u>30 September 1983</u>
COST OR VALUATION		
Freehold	1,097	380
ACCUMULATED DEPRECIATION		
Freehold	-	(7)
	<hr/>	<hr/>
	£1,097	£373
	=====	=====

If stated under historical cost principles the comparable amounts for the total cost of land and buildings would be

Cost	512	380
Accumulated Depreciation	(14)	(7)
	<hr/>	<hr/>
	£498	£373
	=====	=====

With the exception of one freehold property held for sale and those short leaseholds where there was no intention of disposal all the freehold and leasehold land and buildings were valued on open market values as at 28 September 1984 in accordance with the guidance notes issued by the Royal Institution of Chartered Surveyors by Messrs Ekins, Dilley & Handley, Chartered Surveyors for properties in the United Kingdom and Messrs Healey & Baker, International Real Estate consultants for the commercial properties and Makelaarkantoor Kolpa B.V. for the residential properties in the Netherlands.

The remaining fixed tangible assets of the Group have not been revalued in the Accounts but the Directors have considered their value, and are satisfied that their aggregate value at 28 September 1984 was not less than their net book value shown in the accounts. The accounts are accordingly stated on the basis that a revaluation of the Group's fixed assets took place on 28 September 1984 and, by virtue of Section 39(4A) of the Companies Act 1980, this revaluation included the remaining fixed assets.

NOTES TO THE ACCOUNTS (CONTINUED)

14. FIXED ASSET INVESTMENTS

	Related Company Shares	Partnership Capital Account	Unlisted Investments Shares and Loans	Total
	£'000	£'000	£'000	£'000
GROUP AT COST				
At 1 October 1983 as originally stated	52			
Less Share of losses	9			
At 1 October 1983 as restated	43	46	231	320
Repaid/Advanced	75		(45)	30
Share of profits/(Losses)	(39)	7		(32)
Transfer to cost in subsidiary	(79)			(79)
Deficit on revaluation			(11)	(11)
Exchange rate adjustment		1		1
	-	£54	£175	£229
	=====	=====	=====	=====
COMPANY				
	Group Companies Shares	Net Balances	Unlisted Investments	Total
	£'000	£'000	£'000	£'000
COST				
At 1 October 1983	204	447	3	654
Repaid		(329)		(329)
	£204	£118	£3	£325
	=====	=====	=====	=====
PROVISION				
At 1 October 1983		(72)		(72)
Provided in year		(103)		(103)
	-	£(175)	-	£(175)
	=====	=====	=====	=====
NET BOOK VALUE				
At 30 September 1983	£204	£375	£3	£582
	=====	=====	=====	=====
At 30 September 1984	£204	£(57)	£3	£150
	=====	=====	=====	=====

NOTES TO THE ACCOUNTS (CONTINUED)14. FIXED ASSET INVESTMENTS (Continued)

The 44 per cent holding in Peter C Cocks (Potatoes) Ltd is not treated as a related company but disclosed as an unlisted investment because in the opinion of the Directors Whitworth's Food Group Ltd is not in a position to exercise significant influence over that company.

At 30 September 1983, the date to which the latest accounts are available, the aggregate capital and reserves of Peter C Cocks (Potatoes) Ltd was £425,359 (1982 - £452,571). The retained loss of that company for the year to 30 September 1983 was £27,212 (1982 - profit £99,606).

Subsidiaries and Related Companies

The subsidiary companies which, in the opinion of the Directors, principally affected the amount of the result or net assets of the Group were:-

	PERCENTAGE OF NOMINAL VALUE OF ISSUED ORDINARY SHARES HELD BY		Effective %
	Whitworth's Food Group Ltd. or its nominees	Subsidiaries or their nominees	of share capital held in Group
<u>SUBSIDIARIES BY DIVISION</u>			
Fruit and Vegetable trade:			
Allpress Growers Ltd.	76.38		76.38
Delvin Ltd.	100		100
Fisher Covent Garden Ltd.	100		100
Geoff Rapley Ltd.	100		100
Whitworth's Produce (Chatteris) Ltd	100		100
Whitworth's Produce (Crowland) Ltd	100		100
Whitworth's Produce (Essex) Ltd	100		100
Whitworth's Produce (Littleport) Ltd.	100		100
BV v/h Jos Van Den Berg*		100	60.98
Jos Van Den Berg (UK) Ltd	100		100
G L Van Gelderen (VANFRUIT) BV*		100	60.98
Financial Services:			
Allpress Leasing Ltd	100		100
Allpress Developments Ltd	100		100
Whitworth's Commodities Ltd	100		100
Commodity Broking:			
WVB (Brokers) Ltd	100		100

All the above companies are registered in England, except those indicated by * where they are incorporated in the Netherlands.

WVB (Brokers) Ltd and all overseas subsidiaries are audited by auditors other than Whiting and Partners.

NOTES TO THE ACCOUNTS (CONTINUED)

15. LEASING PLANT

Leasing plant is included in the Balance Sheet at cost, less a writing off allowance which is provided in equal amounts according to the number of lease instalments receivable in any accounting period.

16. DEBTORS

	<u>30 September 1984</u>		<u>30 September 1983</u>	
	<u>Group</u>	<u>Company</u>	<u>Group</u>	<u>Company</u>
	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
Trade debtors	4,339	-	3,907	-
Other debtors	395	200	433	334
Prepayments and accrued income	190	20	217	24
Overseas tax repayable	-	-	28	-
	<u>£4,924</u>	<u>£220</u>	<u>£4,585</u>	<u>£358</u>
	=====	=====	=====	=====

Included under other debtors is an amount of £120,000 (1983 - £160,000) which is the sole amount due after more than twelve months, being the residue of the sale proceeds of a leasehold property.

17. CREDITORS

	<u>30 September 1984</u>		<u>30 September 1983</u>	
	<u>Group</u>	<u>Company</u>	<u>Group</u>	<u>Company</u>
	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
Group Creditors	-	-	-	1
Other Creditors	5,034	135	3,955	267
Accruals and Deferred income	291	53	267	33
Corporation Tax				
UK	222	82	65	-
Overseas	85	-	-	-
Other taxation and social security	134	43	117	24
	<u>£5,766</u>	<u>£313</u>	<u>£4,404</u>	<u>£325</u>
	=====	=====	=====	=====

The bank overdrafts are secured by a fixed and floating debenture on the Group's assets.

NOTES TO THE ACCOUNTS (CONTINUED)18. PROVISIONS FOR LIABILITIES AND CHARGES

a)

	30 September 1984		30 September 1983	
	Group £'000	Company £'000	Group £'000	Company £'000
Deferred taxation	726	105	753	127
Provision in respect of potential losses on purchasing contracts	119	-	166	-
	<u>£845</u>	<u>105</u>	<u>£919</u>	<u>£127</u>
	=====	=====	=====	=====

b) Deferred taxation is provided in the accounts at 40% (1983 - 52%) and the potential liability including the amounts for which provision has been made, is as follows:-

	30 September 1984		30 September 1983	
	Provision £'000	Potential £'000	Provision £'000	Potential £'000
<u>Group</u>				
Capital allowances in advance of depreciation	691	691	737	737
Other timing differences	31	31	9	9
Taxation on revaluation surplus	4	212	7	7
Stock Relief	-	-	-	150
	<u>£726</u>	<u>£934</u>	<u>£753</u>	<u>£903</u>
	=====	=====	=====	=====
<u>Company</u>				
Capital allowances in advance of depreciation	153	153	127	127
Other timing differences	(48)	(48)	-	-
Taxation on revaluation surplus	-	180	-	-
	<u>£105</u>	<u>£285</u>	<u>£127</u>	<u>£127</u>
	=====	=====	=====	=====

19. DEFERRED CREDIT

UK and EEC Capital Grants	30 September 1984	30 September 1983
	£'000	£'000
At 1 October 1983	10	51
Released to Profit and Loss Account	(7)	(41)
	<u>£3</u>	<u>£10</u>
At 30 September 1984	=====	=====

NOTES TO THE ACCOUNTS (CONTINUED)20. SHARE CAPITAL

Company
30 September 1984 and 1983
£'000

Authorised	
1,000,000 Ordinary Shares of 25p each	£250
	=====
Allotted	
866,240 Ordinary Shares of 25p each fully paid	£217
	=====

21. REVALUATION RESERVE

The revaluation reserve represents the net surplus that has arisen on the revaluation of the Group's land, buildings and investments which took place on 28 September 1984 adjusted for any tax payable on properties except where there is no current intention to sell. See notes 13 and 14 to the accounts.

22. OTHER RESERVES

	<u>Group</u>		<u>Company</u>
	1984 £'000	1983 £'000	1984 £'000
			1983 £'000
CAPITAL RESERVE ARISING ON CONSOLIDATION			
At 1 October 1983	59	60	
Goodwill arising on acquisition of subsidiary	(76)	(1)	
Amount written back to Deferred Tax on property revaluation	5		
Amount written off in year	12		
	-----	-----	
At 30 September 1984	-	£59	
	=====	=====	
EXCHANGE RESERVE			
As at 1 October 1983	33	14	
Gain arising in year	8	19	
	-----	-----	
At 30 September 1984	£41	£33	
	=====	=====	
CAPITAL RESERVE			
At 1 October 1983		47	22
Less Realised Profits to Profit and Loss		(47)	(22)
	-----	-----	-----
	-	-	-
	=====	=====	=====
<u>TOTAL</u>	£41	£92	-
	=====	=====	=====

NOTES TO THE ACCOUNTS (CONTINUED)23. PROFIT AND LOSS ACCOUNT

	<u>1984</u> <u>£'000</u>	<u>Group</u> <u>1983</u> <u>£'000</u>	<u>1984</u> <u>£'000</u>	<u>Company</u> <u>1983</u> <u>£'000</u>
Surplus at 1 October 1983 as previously stated	1,005			
Less prior years adjustment	9			
Surplus at 1 October 1983 as restated	996	817	21	5
Add/Less				
Retained profit for the year	528	132	223	(6)
Transfer from Capital Reserve		47	-	22
Goodwill on consolidation written off (12)				
At 30 September 1984	£1,512 =====	£996 =====	£244 =====	£21 =====

The company has taken advantage of Section 149(5) of the Companies Act 1948 and consequently a profit and loss account for the company alone is not presented.

24. TOTAL RESERVES

	<u>1984</u> <u>£'000</u>	<u>1983</u> <u>£'000</u>
Available for distribution	1,542	1,085
Not available for distribution	728	3
At 30 September 1984	£2,270 =====	£1,088 =====

25. MINORITY INTERESTS

	<u>30 September 1984</u> <u>£'000</u>	<u>30 September 1983</u> <u>£'000</u>
At 1 October 1983	84	97
Add/Less		
Share of Profits/(Losses)	77	(13)
Share of net surplus arising on revaluation	6	-
At 30 September 1984	£167 =====	£84 =====

NOTES TO THE ACCOUNTS (CONTINUED)26. DIRECTORS' INTERESTS

Gross trading transactions made by Group companies in the ordinary course of business in which certain directors had a material interest were as follows:-

<u>Group Company</u>	<u>Nature of Transaction</u>	<u>Amount</u>	<u>Party concerned and nature of interest</u>
Whitworth's Food Group Ltd	Management charge for financial services	£5,000	Allpress Farms Ltd J D Allpress L W Allpress Mrs S A R Dyer Mrs C J Bayliss who are shareholders thereof
Whitworth's Produce (Chatteris) Ltd	Produce Purchases	£222,241	Allpress Farms Ltd J D Allpress L W Allpress
	Produce Sales	£40,813	Mrs S A R Dyer Mrs C J Bayliss who are shareholders thereof
Whitworth's Produce (Essex) Ltd	Produce Purchases	£600	Allpress Farms Ltd J D Allpress L W Allpress Mrs S A R Dyer Mrs C J Bayliss who are shareholders thereof
Whitworth's Produce (Littleport) Ltd	Produce Purchases	£887	Allpress Farms Ltd J D Allpress L W Allpress Mrs S A R Dyer Mrs C J Bayliss who are shareholders thereof
Geoff Rapley Ltd	Produce Purchases	£288	Allpress Farms Ltd J D Allpress L W Allpress Mrs S A R Dyer Mrs C J Bayliss who are shareholders thereof

NOTES TO THE ACCOUNTS (CONTINUED)26. DIRECTORS INTERESTS (Continued)

<u>Group Company</u>	<u>Nature of Transaction</u>	<u>Amount</u>	<u>Party concerned and nature of interest</u>
Allpress Leasing Ltd	Equipment Leasing	£62,429	Allpress Farms Ltd J D Allpress L W Allpress Mrs S A R Dyer Mrs C J Bayliss who are shareholders thereof
Allpress Growers Ltd	Produce Sales	£116,347	Allpress Farms Ltd J D Allpress L W Allpress
	Work Done and Produce Purchases	£118,797	Mrs S A R Dyer Mrs C J Bayliss who are shareholders thereof
Whitworth's Produce (Essex) Ltd	Produce Purchases	£6,065	R F Clarke (sole trader)
	Produce Sales	£1,535	
Martin Dyer Foods Ltd	Rent charged	£21,762	M I Dyer (sole trader) Husband of Mrs S A R Dyer
Allpress Leasing Ltd	Equipment Leasing	£11,400	M I Dyer (sole trader) Husband of Mrs S A R Dyer
Whilst commissions received were:-			
WVB (Brokers) Ltd	Brokers Commission Receivable	£14,385	Peter C Cocks (Potatoes) Ltd and its subsidiary P C Cocks Shareholder thereof

NOTES TO THE ACCOUNTS (CONTINUED)27. CONTINGENT LIABILITIES

The Company has given a counter indemnity in support of a banker's guarantee in connection with the borrowings of their overseas subsidiaries up to a maximum of five hundred thousand dutch guilders.

A subsidiary has given counter indemnities in support of

- a) A banker's guarantee in connection with the trading activities on a Dutch Potato Futures market up to a maximum of fifty thousand dutch guilders.
- b) A banker's guarantee to the Grain and Feed Trade Association Ltd in respect of cheques drawn by the subsidiary in their favour up to a maximum of £50,000.

28. CAPITAL COMMITMENTS

	<u>30 September 1984</u>		<u>30 September 1983</u>	
	<u>Group</u>	<u>Company</u>	<u>Group</u>	<u>Company</u>
	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
Future Capital Expenditure:-				
Contracted for but not provided in the accounts	299	-	38	-
Authorised but not contracted for	25	-	5	-
	<hr/>	<hr/>	<hr/>	<hr/>
	£324	-	£43	-
	=====	=====	=====	=====

WHITWORTH'S FOOD GROUP LIMITED AND SUBSIDIARIES

33.

GROUP CURRENT COST PROFIT AND LOSS ACCOUNT

For the year ended 30 September 1984

	Notes	£'000	£'000
TURNOVER			£45,011 =====
Historical cost operating profit	1	968	
Less: Current cost operating adjustments		(95)	
		<hr/>	873
Current cost operating profit	2	16	
Gearing adjustment		(39)	
Share of related company's losses		(110)	
Interest payable less received		<hr/>	(133)
			<hr/>
Exceptional items			740
			94
			<hr/>
CURRENT COST PROFIT BEFORE TAXATION			834
Taxation			(394)
			<hr/>
Minority interests			440
			(77)
			<hr/>
Extraordinary items			363
			86
			<hr/>
CURRENT COST PROFIT ATTRIBUTABLE TO SHAREHOLDERS			£449° =====

The notes on pages 35 to 38 form an integral part of these accounts.

GROUP CURRENT COST BALANCE SHEETAt 30 September 1984

	<u>Notes</u>	<u>30 September 1984</u>		<u>30 September 1983</u>	
		<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
FIXED ASSETS					
Intangible assets		110		-	
Tangible assets	3	3,632		2,769	
Investments		229		320	
			3,971		3,089
CURRENT ASSETS					
Stocks		620		672	
Leasing Plant		195		269	
Debtors		4,924		4,585	
Cash at bank and in hand		265		403	
		6,004		5,929	
CREDITORS:- AMOUNTS FALLING DUE WITHIN ONE YEAR					
Bank Overdraft		(487)		(1,599)	
Creditors		(5,766)		(4,404)	
		(6,253)		(6,003)	
NET CURRENT (LIABILITIES)			(249)		(74)
TOTAL ASSETS LESS CURRENT LIABILITIES			3,722		3,015
PROVISION FOR LIABILITIES AND CHARGES		(845)		(919)	
DEFERRED CREDIT		(3)		(10)	
			(848)		(929)
			£2,874		£2,086
			=====		=====
CAPITAL AND RESERVES					
Called up share capital		217		217	
Revaluation reserve		717		-	
Other reserves		41		92	
Profit and Loss Account		1,433		996	
Current cost reserve	4	299		697	
			2,707		2,002
MINORITY INTERESTS			167		84
			£2,874		£2,086
			=====		=====

The notes on pages 35 to 38 form an integral part of these accounts

NOTES TO THE CURRENT COST ACCOUNTS

The current cost accounts have been prepared in compliance with Statement of Standard Accounting Practice No. 16 and should be read in conjunction with the notes on pages 14 to 32 relating to the historical cost accounts.

Accounting Policies

The accounting policies set out on pages 14 to 16 apply to the current cost accounts on pages 33 and 34, except that stocks are included at the lower of net current replacement cost and net realisable value.

Current Cost Operating Profit

The current cost operating profit is the surplus arising from the ordinary activities of the business for the year after allowing for the effect of price changes on the funds needed to maintain the operating capability of the business.

Working Capital Adjustments

The cost of sales adjustment represents the excess of the current cost of replacing stock at the date of sale over original cost, and has been calculated by using the averaging method. Produce held for sale in the short term and growing crops have been included in monetary working capital.

The monetary working capital adjustment represents the effect of increased costs on the group's level of net trade debtors and creditors and stock not subject to a cost of sales adjustment. It has been calculated by the averaging method using the Retail Prices Index.

Fixed Assets and Depreciation

Land and buildings have been included at open market values on the basis described in note 13 to the accounts.

Equipment and vehicles are included on the basis of current replacement cost, calculated by the use of appropriate price indices.

The current cost depreciation charge has been based on average asset values for the year and the useful lives used are the same as those for the historical cost accounts. The depreciation adjustment represents the difference between the current cost and historical cost depreciation charges.

Gearing Adjustment

The gearing adjustment reduces the adjustments for monetary working capital and depreciation in the proportion by which the operating assets are financed by borrowing.

Minority Interests

After examining the accounts, the directors are of the opinion that no current cost operating or gearing adjustments arise in respect of the Group's trading activities in the Netherlands. Accordingly minority shareholders have not been charged with a proportion of the current cost adjustments.

NOTES TO THE CURRENT COST ACCOUNTS

£'000

1. CURRENT COST OPERATING ADJUSTMENTS

Working Capital	12	
Cost of Sales	(3)	
Monetary working capital	-	
Tangible fixed assets	86	
Depreciation		
		£95
		=====

2. GEARING ADJUSTMENT

The net operating assets are analysed as follows:

Tangible operating fixed assets (see note 3)	3,440	
Intangible fixed assets and investments	339	
		3,779
Stocks	620	
Monetary working capital	(962)	
		(342)
Net operating assets		£3,437
		=====

The net operating assets are financed as follows:

Shareholders' funds		2,707
Minority interests		167
Deferred taxation	726	
Net monetary liabilities	29	
Other tangible fixed assets	(192)	
		563
		£3,437
		=====

The gearing ratio of 17% has been calculated by dividing the average net borrowing by the average net operating assets for the period. This ratio has then been applied to the current cost operating adjustments to compute the gearing adjustment.

NOTES TO THE CURRENT COST ACCOUNTS (CONTINUED)3. TANGIBLE FIXED ASSETS

	Historic Cost <u>£'000</u>	Current Cost Reserve <u>£'000</u>	Current Cost <u>£'000</u>
Land and Buildings	1,518	-	1,518
Plant, machinery, fixtures and fittings	1,709	213	1,922
Operating tangible fixed assets	3,227	213	3,440
Tangible fixed assets deducted from borrowing for the purpose of determining the gearing proportion:			
Assets in course of construction and investment properties	192	-	192
	<u>£3,419</u>	<u>£213</u>	<u>£3,632</u>
	=====	=====	=====

4. CURRENT COST RESERVE

	£'000	£'000
At 1 October 1983		697
Adjustment in respect of revaluation of properties in current year, included in Revaluation Reserve		(581)
		<u>116</u>
Current year revaluation surpluses:		
Plant and machinery	103	
Stocks	1	
	<u></u>	<u>104</u>
		220
Current cost operating adjustments	95	
Gearing adjustment	(16)	
	<u></u>	<u>79</u>
		<u>£299</u>
		=====

NOTES TO THE CURRENT COST ACCOUNTS (CONTINUED)5. CURRENT COST PROFIT AND LOSS ACCOUNT

£'000

At 30 September 1983

996

Add Retained Earnings for year

449

1,445

(12)

Less Goodwill on acquisition written off

£1,433

=====

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements by a private company for re-registration as a public company

Please do not write in this binding margin.



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

*Insert full name of Company

Pursuant to section 5(3)(e) of the Companies Act 1980

For official use

Company number

811615

Name of Company

WHITWORTH'S FOOD GROUP LIMITED

I, JOHN D ALLPRESS

of HARVEST HOUSE, BRIDGE STREET, CHATTERIS,
CAMBRIDGESHIRE

† delete as appropriate

*Insert date

being ~~(the secretary)~~ [a director] † of the above-named company, do solemnly and sincerely declare that:

- 1 the company, on 14 Nov 1984†, passed a special resolution that the company should be re-registered as a public company;
- 2 the conditions specified in section 5(1)(c) of the Companies Act 1980 are satisfied;
- 3 between the balance sheet date and the application for re-registration, there has been no change in the financial position resulting in the amount of the company's net assets being less than the aggregate of its called up share capital and undistributable reserves.

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 Chatteris
Cambridgeshire

Signature of Declarant

the 14th day of November

One thousand nine hundred and eighty four

before me Brian T. Hadden
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Macfarlanes,
10 Norwich Street,
London EC4A 1BD

CDZM/33.0068/JMS

For official use
General section

Pest room



FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION AS A PUBLIC COMPANY

No 811615

93

I hereby certify that

WHITWORTH'S FOOD GROUP Plc

has this day been re-registered under the Companies Acts 1948 to 1981 as a public company, and that the company is limited.

Given under my hand at Cardiff the 22ND NOVEMBER 1984

A handwritten signature in dark ink, appearing to read 'T.G. Thomas', written over a horizontal line.

T.G. THOMAS

An Authorised Officer

No. 811615

101

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

WHITWORTH'S FOOD GROUP Plc

At an Extraordinary General Meeting of the Company duly convened and held at 20 Copthall Avenue, London, EC2R 7JS on 14th January, 1985 the following Resolutions were passed, of which the Resolutions numbered 4 and 5 were passed as Special Resolutions, and the Resolutions numbered 1, 2, 3 and 6 were passed as Ordinary Resolutions:-

RESOLUTIONS

1. THAT each of the existing 1,000,000 authorised ordinary shares of 25p each in the capital of the Company be and is hereby sub-divided into 5 ordinary shares of 5p each.
2. THAT the authorised share capital of the Company be and is hereby increased to £750,000 by the creation of 10,000,000 ordinary shares of 5p each.
3. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to Section 14 of the Companies Act 1980 ("the Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 14 (10) of the Act) up to an aggregate nominal amount of £533,440

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10, NORWICH ST.
LONDON EC4A 1BD



provided that this authority shall expire on 13th January 1990, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

4. THAT subject to the passing of Resolution 3 of this Notice and in accordance with Section 18 of the Companies Act 1980 ("the Act") the Directors be and are hereby empowered to allot equity securities (as defined by Section 17 of the Act) pursuant to the authority contained in Resolution 3 of this Notice as if Section 17 (1) of the Act did not apply to the allotment provided that the power hereby granted should expire at the conclusion of the next Annual General Meeting of the Company following the date on which this Resolution is passed and provided that other than as regards the allotment of up to 2,000,000 ordinary shares of 5p each to subscribers procured by Scrimgeour Kemp-Gee & Co. this power shall be limited to:-

- (a) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as

may be) to the respective number of ordinary shares held by them, subject to such exclusions or arrangements as the Directors may deem necessary or desirable to deal with fractional entitlements otherwise arising or legal or practical problems under the laws of, or the requirements of any recognised regulatory authority in any territory,
and

(b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £37,500 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities, in pursuance of such offer or agreement as if the power conferred hereby had not expired.

5. THAT upon the recommendation of the Directors the sum of £216,560 being the amount standing to the credit of the Company's Revaluation Reserve Account be capitalised and set free for distribution among the ordinary shareholders whose names are registered as holders of such ordinary shares on the register of shareholders on 11th January, 1985 in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on

the ordinary shares then in issue and that the Directors be and are hereby authorised and directed to apply the same in paying up in full at par 4,331,200 ordinary shares of 5p in the capital of the Company credited as fully paid up and to allot the said 4,331,200 ordinary shares to such ordinary shareholders on the basis of 5 fully paid ordinary shares of 5p each for every ordinary share of 25p in the capital of the Company then held by such holders respectively.

6. THAT the Regulations contained in the document submitted to this Meeting and for the purpose of identification initialled by the Chairman be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.


Chairman

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution
dated 14th January, 1985)

-of-

WHITWORTH'S FOOD GROUP Plc

PRELIMINARY

Exclusion of Table A

1. The regulations contained in Table A in the First Schedule to the Companies Act 1948 shall not apply to this Company.

Interpretation Article

2. In these Articles if not inconsistent with the subject or context the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

Words

Meanings

The Statutes

The Companies Acts 1948 to 1983 and every statutory modification or re-enactment thereof for the time being in force.

The Act

The Companies Act 1948.

These Articles

These Articles of Association as originally framed or as from time to time altered by Special Resolution.

The Office

The registered office of the Company.

The Seal

The Common Seal of the Company.

MACFARLANES
10, NORWICH ST.
LONDON EC4A 1E



<u>Words</u>	<u>Meanings</u>
The Register	The register of members of the Company.
The Directors	The Directors of the Company acting by Resolution duly passed at a Meeting of the Directors or otherwise as permitted by these Articles.
Secretary	The Secretary of the Company appointed by the Directors pursuant to Article 125 hereof.
Subsidiary	A Subsidiary Company within the meaning contained in Section 154 of the Companies Act 1948.
United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Year from the 1st January to the 31st December inclusive.
In writing	Written or produced by any substitute for writing or partly one and partly another.

In all such of the provisions of these Articles (other than those if any applicable to share warrants) as are applicable to fully paid shares the expression "share" and "shareholder" shall include "Stock" and "Stockholder".

Words importing the masculine gender shall include the feminine gender and vice versa.

Words importing the singular number shall include the plural number and vice versa.

References to any statute or statutory provision shall be construed as relating to any Statutory modification or re-enactment thereof for the time being in force.

Save as aforesaid any words or expressions defined in the Statutes shall if not inconsistent with the subject or context bear the same meaning in these Articles.

SHARE CAPITAL

Capital

3. The Share Capital of the Company at the date of adoption of these Articles is £750,000 divided into 15,000,000 Ordinary Shares of 5p each.

Rights attached to new shares

4. Without prejudice to any special rights or privileges or restrictions previously conferred on the holders of any existing shares or class of shares (which special rights or privileges or restrictions shall not be affected, modified, rescinded or dealt with except in accordance with Article 49), any shares in the Company may be issued with or have attached thereto, such preferred, deferred or other special rights, or privileges, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine. If requisite, the Company shall in accordance with Section 33 of the Companies Act 1980 within one month from allotting shares deliver a statement in the prescribed form containing particulars of special rights.

5. (A) Subject to the provisions of the Statutes any shares may be issued on the terms that they are or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

(B) Subject to the provisions of the Statutes, the Company may purchase its own shares (including any redeemable shares).

6. (A) Subject to and save as authorised by the Statutes, the Company shall not give any financial assistance for the acquisition of any shares in contravention of Section 42 of the Companies Act 1981.

(B) The shares of the Company shall not be allotted at a discount and save as permitted by Section 22 sub-section (4) of the Companies Act 1980 shall not be allotted except as paid up at least as to one-quarter of their nominal value and the whole of any premium thereon.

Control of Directors over shares

7. Subject to the provisions of these Articles and of the Statutes any unissued 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.

Underwriting commission and brokerages

8. The Company (or the Directors on behalf of the Company) may exercise the powers of paying commissions conferred by the Statutes. The Company (or the Directors on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

Trusts not recognised

9. Save as required by statute, 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 (save as aforesaid) 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 CERTIFICATES

Certificates

10. (A) Every Member (except a Stock Exchange nominee in respect of whom the Company is not by law required to complete and have ready for delivery a certificate) shall be entitled without payment to one certificate for all the shares registered in his name, or in the case of shares of more than one class being registered in his name, to a separate certificate for each class of shares so registered. Every certificate shall specify the number and class of shares in respect of which it is issued and the distinctive numbers, if any, of such shares and the amounts paid up thereon respectively. Every such certificate shall be delivered to the Member within two months after the allotment or lodging with the Company of the transfer in compliance with Section 80 of the Act, as the case may be, of the shares comprised therein. Every certificate for shares, debenture stock or other form of security (other than Letters of Allotment or Scrip Certificates) shall be issued under the Seal or an official seal kept under the Stock Exchange (Completion of Bargains) Act 1976 and (subject as hereinafter provided) shall bear the autographic signatures of one or more of the Directors and the Secretary provided that the Directors may by resolution determine that such signature or any of them may be affixed thereto by some mechanical means or may be printed thereon.

(B) Where some only of the shares comprised in a

share certificate are transferred, the old certificate shall be cancelled and a new certificate for the balance of the shares issued in lieu without charge.

Additional certificates

11. If any Member shall require additional certificates he shall pay for each additional certificate such reasonable out of pocket expenses as the Directors shall determine.

Renewal of certificates

12. If any certificate be defaced, worn out, lost, or destroyed, a new certificate may be issued and the person requiring the new certificate shall surrender the defaced or worn-out certificate, or give such evidence of the loss or destruction of the certificate and such indemnity to the Company as the Directors think fit.

JOINT HOLDERS OF SHARES

Joint Holders

13. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the provisions following:-

- (A) The Company shall not be bound to register more than four persons as the holders of any share.
- (B) The joint holders of any share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such share.
- (C) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him.
- (D) Any one of such joint holders may give effectual receipts for any dividend, bonus, or return of capital payable to such joint holders.
- (E) Only the person whose name stands first in the Register as one of the joint holders of any share

shall be entitled to delivery of the certificate relating to such share, or to receive notices from the Company, and any notice given to such person shall be deemed notice to all the joint holders.

- (F) Any one of the joint holders of any share for the time being conferring a right to vote may vote either personally or by proxy at any meeting in respect of such share as if he were solely entitled thereto, provided that if more than one of such joint holders be present at any meeting, either personally or by proxy, the person whose name stands first in the Register as one of such holders, and no other, shall be entitled to vote in respect of the said share.

CALLS ON SHARES

Calls, how made

14. The Directors may from time to time make calls upon the Members in respect of all moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium) and not by the conditions of allotment thereof made payable at any fixed time; provided that no call shall exceed one-fourth of the nominal amount of the share, or be made payable within one month after the date when the last instalment of the last preceding call shall have been made payable; and each Member shall, subject to receiving fourteen days' notice at least, specifying the time and place for payment, pay the amount called on his shares to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments.

When call deemed to be made

15. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and may be payable by instalments or postponed or revoked either wholly or in part as the Directors may determine.

Differences in amounts paid on shares

16. The Directors may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

Interest on calls in arrear

17. If a call payable in respect of any share or

any instalment of a call be not paid before or on the day appointed for payment thereof, the holder for the time being of such share shall be liable to pay interest on the same at such rate, not exceeding 20 per cent. per annum, as the Directors shall determine from the day appointed for the payment of such call or instalment to the time of actual payment; but the Directors may, if they shall think fit, waive the payment of such interest or any part thereof.

Instalments to be treated as calls

18. If by the conditions of allotment of any shares, or otherwise, any amount is made payable at any fixed time, whether on account of the nominal amount of the shares or by way of premium, every such amount shall be payable as if it were a call duly made by the Directors, of which due notice had been given; and all the provisions hereof with respect to the payment of calls and interest thereon, or to the forfeiture of shares for non-payment of calls, shall apply to every such amount and the shares in respect of which it is payable.

Payment in advance of calls

19. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so paid in advance the Directors may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting 6 per cent. per annum) as may be agreed upon between the Member paying the moneys in advance and the Directors.

FORFEITURE OF SHARES AND LIEN

Notice requiring payment of call or instalment

20. If any Member fails to pay any call or instalment of a call on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring him to pay so much of the call or instalment as is unpaid, together with interest accrued and any expenses incurred by reason of such non-payment.

What the notice is to state

21. The notice shall name a further day (not being earlier than the expiration of fourteen days from the date of the notice) on or before which such call or

instalment and all interest accrued and expenses incurred by reason of such non-payment are to be paid, and it shall also name the place where payment is to be made. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call or instalment is payable will be liable to forfeiture.

Forfeiture if notice not complied with

22. If the requirements of any such notice as aforesaid be not complied with, any shares in respect of which such notice has been given may, at any time thereafter before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect, and any such forfeiture shall extend to all dividends declared in respect of the shares so forfeited but not actually paid before such forfeiture. The Directors may accept surrender of any share liable to be forfeited hereunder.

Forfeited shares the property of the Company

23. When any share has been forfeited notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give notice as aforesaid. Subject to the provisions of the Statutes any share so forfeited shall be deemed to be the property of the Company, no voting rights shall be exercised in respect thereof and the Directors may within three years of such forfeiture sell, re-allot, or otherwise dispose of the same in such manner as they think fit either to the person who was before the forfeiture the holder thereof, or to any other person, and either with or without any past or accruing dividends, and in the case of re-allotment, with or without any money paid thereon by the former holder being credited as paid up thereon. Any share not disposed of in accordance with the foregoing within a period of three years from the date of its forfeiture shall thereupon be cancelled in accordance with the provisions of the Statutes.

Liability to pay calls after forfeiture

24. Any person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of the forfeiture were presently payable by him to the Company in respect of the shares, together with interest thereon at such rate, not exceeding 20 per cent. per annum or such lower rate as the Directors shall appoint, down to

the date of payment, but his liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares, together with interest as aforesaid. The Directors may, if they think fit, remit the payment of such interest or any part thereof.

Statutory declaration of forfeiture

25. A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof shall constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder thereof, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, re-allotment or disposal of such share. The Directors may authorise some person to transfer a forfeited share to any other person as aforesaid.

Lien on partly paid shares

26. The Company shall have a first and paramount lien upon all the shares other than fully paid-up shares, registered in the name of each Member (whether solely or jointly with other persons) for any amount payable in respect of such shares, whether the period for payment thereof shall have actually arrived or not and such lien shall apply to all dividends from time to time declared or other moneys payable in respect of such shares. Unless otherwise agreed, the registration of a transfer of a share shall operate as a waiver of the Company's lien, if any, on such share.

Sale for lien

27. For the purpose of enforcing such lien the Directors may sell the shares subject thereto, in such manner as they think fit, but no such sale shall be made until such period as aforesaid shall have arrived and until notice in writing stating, and demanding payment of, the sum payable and giving notice of the intention to sell in default of such payment shall have been served on such Member and default shall have been made by him in the payment of such amounts payable for fourteen days after such notice.

Proceeds how applied

28. The net proceeds of any such lien, after payment of the costs thereof, shall be applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Member or as he shall in writing direct or the person (if any) entitled by transmission to the shares.

What necessary to give title to purchaser

29. An entry in the Directors' minute book of the forfeiture of any shares, or that any shares have been sold to satisfy a lien of the Company, shall be sufficient evidence, as against all persons claiming to be entitled to such shares, that the said shares were properly forfeited or sold; and such entry, the receipt of the Company for the price of such shares, and the appropriate share certificate, shall constitute a good title to such shares, and the name of the purchaser or other person entitled shall be entered in the Register as a Member of the Company, and he shall be entitled to a certificate of title to the shares and shall not be bound to see to the application of the purchase money, nor shall his title to the said shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. For giving effect to any such sale, the Directors may authorise some person to transfer any such shares sold to the purchaser thereof. The remedy (if any) of the former holder of such shares, and of any person claiming under or through him, shall be against the Company and in damages only.

TRANSFER AND TRANSMISSION OF SHARES

Form of instrument of transfer etc.

30. All transfers of shares shall be in writing in the usual common form or in any other form permitted by the Stock Transfer Act 1963 or approved by the Directors. The instrument of transfer shall be signed by or on behalf of the transferor and, if the shares thereby transferred are not fully paid, by or on behalf of the transferee. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the Register in respect thereof.

Renunciation of Allotments

31. The Directors may at any time after the allotment

of any share but before any person has been entered in the Register of Members as the holder recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.

Power to refuse registration of transfers

32. The Directors may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of shares of any class (not being a fully paid share) to a person of whom they do not approve, and also may decline to register any transfer of shares of any class on which the company has a lien.

33. The Directors may also refuse to recognise any instrument of transfer, unless:-

- (A) the instrument of transfer, duly stamped, is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
- (B) the instrument of transfer is in respect of only one class of share.

Notice of refusal of transfer

34. If the Directors refuse to register a transfer they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Register may be closed

35. The Register may be closed at such times and for such period as the Directors may from time to time determine, provided that it shall not be closed for more than thirty days in any year.

No fee for registration

36. No fee shall be charged in respect of the registration of any transfer, probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares.

Transfer instruments to be retained by the Company

37. (A) All instruments of transfer which shall be registered shall, subject to paragraph (B) of this Article, be retained by the Company, but any instrument of transfer which the Directors may refuse to register shall (except in any case of fraud) be returned to the persons depositing the same.

(B) The Company shall be entitled to destroy the following documents at the following times:-

- (1) registered instruments of transfer: at any time after the expiration of six years from the date of registration thereof;
- (2) allotment letters: at any time after the expiration of six years from the date of issue thereof;
- (3) dividend mandates, notifications of change of address: at any time after the expiration of two years from the date of recording thereof;
- (4) cancelled share certificates: at any time after the expiration of one year from the date of the cancellation thereof.

(C) It shall conclusively be presumed in favour of the Company:-

- (1) that every entry in the Register purporting to be made on the basis of any such documents so destroyed was duly and properly made: and
- (2) that every such document so destroyed was valid and effective and had been duly and properly registered, cancelled, or recorded, as the case may be, in the books or records of the Company.

(D) The provisions aforesaid shall apply to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant.

(E) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances, which would not attach to the Company in the absence of this Article.

(F) References in this Article to the destruction of any document include the disposal thereof in any manner.

Persons recognised on death of shareholder

38. On the death of any Member (not being one of two or more joint holders of a share) the legal personal representatives of such deceased Member shall be the only persons recognised by the Company as having any title to the share or shares registered in his name.

Transmission Article

39. Any person becoming entitled to a share or shares by reason of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time be required by the Directors, elect either to be registered as a Member in respect of such share or shares, or to make such transfer of the share or shares as the deceased or bankrupt person could have made. If the person so becoming entitled shall elect to be registered himself he shall give to the Company a notice in writing signed by him that he so elects. The Directors shall in either case have the same right to refuse or suspend registration as they would have had if the death or bankruptcy of the Member had not occurred and the notice of election or transfer were a transfer executed by that Member.

Limitation of rights before registration

40. Any person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, unless and until he is registered as a Member in respect of the share or unless the Directors otherwise determine, be entitled in respect of it to receive notice of, or to exercise any right conferred by membership in relation to, meetings of the Company: Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to make such transfer as aforesaid, and if such notice is not complied with within ninety days after service thereof the Directors may thereafter withhold payment of all dividends and other moneys payable in respect of such share until the requirement of the notice has been complied with.

Untraced Shareholders

41. (A) The Company shall be entitled to sell (in such manner and for such price as the Directors think fit) the shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy if and provided that:-

- (i) during the period of 12 years prior to the date of the publication of the advertisements referred to in paragraph (ii) below (or, if published on different dates, the later thereof) all warrants and cheques in respect of the shares in question sent in the manner authorised by these presents have remained uncashed; and
- (ii) the Company shall on expiry of the said period of 12 years have inserted advertisements, both in a leading London daily newspaper and in a newspaper circulating in the area of the address at which service of notices upon such member or other person may be effected in accordance with these presents, giving notice of its intention to sell the said shares; and
- (iii) during the said period of 12 years and the period of three months following the publication of the said advertisements or following the later publication if the two advertisements are published on different dates the Company shall have received indication neither of the whereabouts nor of the existence of such member or person; and
- (iv) notice shall have been given to the Quotations Department of The Stock Exchange in London of its intention to make such sale.

(B) To give effect to any such sale the Company may appoint any person to execute as transferor an instrument of transfer of the said shares and such instrument of transfer shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to such shares and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The net proceeds of sale shall belong to the Company which shall be obliged to account to the former member or other person previously entitled as aforesaid for an amount equal to such proceeds and shall enter the name of such former member or other person in the books of the Company as a creditor for such amount. No trust shall be created in respect of the debt, no interest shall be payable in respect of the same

and the Company shall not be required to account for any money earned on the net proceeds, which may be employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company if any) as the directors may from time to time think fit.

(C) Any proceeds of sale arising from the sale on behalf of a shareholder of rights granted to him to subscribe for shares in the Company unclaimed after a period of twelve years from the date of such sale, shall be forfeited and become the property of the Company.

STOCK

Conversion of Shares into Stock

42. The Company may by Ordinary Resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

Transfer of Stock subject to minimum amount

43. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might, previously to conversion, have been transferred, or as near thereto as circumstances admit, but no stock of any class shall be transferable except in sums of such amount (not exceeding the nominal amount of the shares from which the stock arose) as the Directors may from time to time prescribe as the minimum amount of stock of that class to be transferred or multiples thereof.

Rights and privileges of holders of Stock

44. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages in all respects as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and in assets on a winding up) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

ALTERATION OF SHARE CAPITAL

Capital, how increased

45. The Company may from time to time by Ordinary Resolution increase its capital by the creation of new shares, such increase to be of such aggregate amount and

to be divided into shares of such respective amounts as the resolution shall prescribe.

New capital to be considered part of original unless otherwise provided

46. Any capital raised by the creation of new shares shall, unless otherwise provided by the conditions of issue, be considered as part of the original capital, and shall be subject to the same provisions with reference to the payment of calls and the forfeiture of shares on non-payment of calls, transfer and transmission of shares, lien or otherwise, as if it had been part of the original capital.

Alteration of Capital

47. (A) The Company may by Ordinary Resolution:-

- (1) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association: Provided that in the sub-division of an existing share the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (2) consolidate and divide its capital or any part thereof into shares of larger amount than its existing shares; and
- (3) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its capital by the amount of the shares so cancelled.

(B) The Company may by Special Resolution reduce its share capital, any capital redemption reserve fund, and any share premium account in any manner authorised by law.

Fraction of shares

48. Anything done in pursuance of the last preceding Article shall be done in manner provided and subject to any conditions imposed by the Statutes so far as they shall be applicable and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and so far as such resolution shall not be applicable in such manner as the Directors deem most expedient, with power for the Directors on any consolidation of shares to deal with fractions of shares

in any manner they may think fit, and in particular whenever on any consolidation Members shall be entitled to any fractions of shares the Directors may sell all or any of such fractions and shall distribute the net proceeds thereof amongst the Members entitled to such fractions in due proportions. In giving effect to any such sales the Directors may authorise some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the transfer.

MODIFICATION OF RIGHTS

Rights of various classes may be altered

49. If at any time the capital is divided into different classes of shares, the rights attached to any class or any of such rights (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 72 of the Act, and Section 32 of the Companies Act 1980 whether or not the Company is being wound up, be modified, abrogated or varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate general meeting of the holders of the shares of the class, but not otherwise. To every such separate general meeting the provisions of these Articles relating to General Meetings shall, mutatis mutandis, apply, but so that at every such separate general meeting the quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll. Provided that if at any adjourned meeting of the holders of any class a quorum as above defined is not present those holders who are present in person or by proxy shall form a quorum. The foregoing provisions of this Article shall apply to the modification variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be modified divided or abrogated.

Creation or issue of further shares of special class

50. The rights attached to any class of shares shall not (unless otherwise provided by the terms of issue of the shares of that class or by the terms upon which such shares are for the time being held) be deemed

to be modified or varied by the creation or issue of further shares ranking in some or all respects *pari passu* therewith but in no respect in priority thereto.

GENERAL MEETINGS

Annual General Meetings

51. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All General Meetings other than Annual General Meetings shall be called "Extraordinary General Meetings".

Requisition for Extraordinary General Meeting

52. The Directors may whenever they think fit, and they shall upon a requisition made in writing by Members in accordance with Section 132 of the Act, convene an Extraordinary General Meeting.

If at any time there shall not be present in England and capable of acting sufficient Directors to form a quorum, the Directors in England capable of acting, or if there shall be no such Directors then any two Members, may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Directors, and the Company at such meeting shall have power to elect Directors.

Business at meeting called by requisition

53. In the case of an Extraordinary General Meeting called in pursuance of a requisition, unless such meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

NOTICE OF GENERAL MEETINGS

Notice of meeting

54. An Annual General Meeting and an Extraordinary General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company shall be called by twenty-one days' notice in writing at the least, and any other Extraordinary General Meeting shall be called by fourteen days' notice in writing at

the least. The notice shall be exclusive of the day on which it is served or deemed to be served and also of the day for which it is given.

Contents of notice

55. The notice shall specify the place, the day, and the hour of meeting, and in case of special business the general nature of the business. The notice shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Company in General Meeting to such persons as are under these Articles entitled to receive such notices from the Company. Every notice calling an Annual General Meeting shall specify the meeting as such.

Meeting convened by short notice

56. A meeting of the Company shall, notwithstanding that it is called by shorter notice than specified above, be deemed to have been duly called with regard to length of notice if it is so agreed:-

- (A) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (B) in the case of any other meeting by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

Statement as to proxies in notice

57. In every notice calling a meeting of the Company or of any class of Members of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not be a Member.

Omission to give notice

58. The accidental omission to give notice to any person entitled under these Articles to receive notice of a General Meeting, or the non-receipt by any such person of such notice, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

Business of meeting

59. The ordinary business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets, the reports of the Directors and Auditors, and any other documents required by law to be attached or annexed to the balance sheets, to elect Directors in place of those retiring, to elect Auditors and fix their remuneration and to declare dividends. All other business transacted at an Annual General Meeting, and all business transacted at an Extraordinary General Meeting shall be deemed special.

Quorum

60. No business shall be transacted at any General Meeting unless a quorum of Members is present; and such quorum shall consist of not less than two Members present in person or by proxy and entitled to vote.

Adjournment for want of quorum

61. If within half an hour from the time appointed for a General Meeting a quorum be not present the meeting, if convened by or on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week or if that day is not a business day, the next following business day at the same time and place; and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

Chairman

62. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the Members present shall choose one of the Directors present to be Chairman; or if no Director be present and willing to take the chair the Members present shall choose one of their number to be Chairman.

Adjournment with consent of meeting

63. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place; but no business shall be transacted at any adjourned meeting other than

the business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more or sine die, seven days' notice of the adjourned meeting shall be given in the like manner as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted thereat.

Voting

64. At any General Meeting every question shall be decided in the first instance by a show of hands; and unless a poll be (on or before the declaration of the result of the show of hands) directed by the Chairman or demanded by (a) at least three Members present in person or by proxy and entitled to vote, or (b) one or more Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting, or (c) one or more Members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid by up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right, a declaration by the Chairman that a resolution has been carried or not carried, or carried or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

Poll

65. If a poll be directed or demanded in the manner before mentioned it shall (subject to the provisions of Article 67 hereof) be taken at such time (but not more than thirty days after such direction or demand) and in such manner as the Chairman may appoint, and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was directed or demanded. No notice need be given of a poll not taken immediately.

Casting Vote

66. In the case of an equality of votes at any General Meeting, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.

When poll taken without adjournment

67. A poll demanded upon the election of a Chairman

or upon a question of adjournment shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

Votes

68. Subject to any special terms as to voting upon which any shares may for the time being be held, upon a show of hands every Member present in person shall have one vote, and upon a poll every Member present in person or by proxy shall have one vote for every share held by him.

69. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the share.

By committee or curator

70. A Member incapable by reason of mental disorder or otherwise of managing and administering his property and affairs may vote whether on a show of hands or on a poll by his receiver or other person appointed by any Court of competent jurisdiction to act on his behalf and any such person may on a poll vote by proxy provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time of holding the meeting or adjourned meeting at which such person claims to vote.

Persons whose calls are unpaid not entitled to vote

71. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of the shares held by him in the Company have been paid.

Disenfranchisement of members

72. No Member shall, unless the Directors otherwise determine, be entitled in respect of shares held by him to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if he or any person appearing to be interested in such shares has been duly served with a notice under Section 74 of the Companies Act 1981 and is in default in supplying to the Company

the information thereby required within the period of 28 days from the date of such notice. For the purpose of this Article a person shall be treated as appearing to be interested in any shares if the Member holding such shares has given to the Company a notification under the said Section 74 which fails to establish the identities of those interested in the shares and if (after taking into account the said notification and any other relevant Section 74 notification) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares.

Objection to the qualification of a vote

73. No objection shall be raised as to the admissability of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Voting by proxy

74. Upon a poll votes may be given either personally or by proxy. A proxy shall not be entitled to vote except on a poll.

How signed

75. The instrument appointing a proxy shall be in the usual common form or such other form as may be approved by the Directors from time to time and shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing, or if such appointor be a corporation either under its common seal or under the hand of an officer or attorney so authorised. A Member may appoint two or more persons as proxies in the alternative, but if he do so only one of such proxies may attend as such and vote instead of such Member on any one occasion.

Any person may act as proxy

76. Any person may be appointed to act as proxy. A proxy need not be a Member of the Company.

Deposit of proxy

77. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office (or

such other place in the United Kingdom as may be specified for that purpose in or by way of note to the notice convening the meeting) not less than forty-eight hours before the time fixed for holding the meeting or adjourned meeting at which the person named in such instrument is authorised to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid; Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

A proxy may demand poll

78. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll but shall not confer any further right to speak at the meeting except with the permission of the Chairman.

When vote by proxy valid, though authority revoked

79. A vote given or act done in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointor, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, unless notice in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office (or such other place in the United Kingdom as may be specified for depositing the instrument of proxy in the note to the notice convening the meeting) before the commencement of the meeting or adjourned meeting or poll at which the vote was given or the act was done.

Votes by corporations

80. Any corporation which is a Member may, by resolution of its Directors or their governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.

Directors may determine.

Register of holdings of shares or debentures by Directors

86. The Company shall in accordance with the provisions of the Statutes duly keep at the Office a register, showing as respects each Director, the number, description and amount of any shares in or debentures of the Company and of other bodies corporate in which he is interested. Such register shall be open to inspection between the hours of 10 a.m. and 12 noon on weekdays other than national holidays and shall also be produced at the commencement of each Annual General Meeting and shall remain open and accessible during the continuance of the meeting to any person attending the meeting.

POWERS AND DUTIES OF DIRECTORS

Powers

87. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject, nevertheless, to the provisions of these Articles and of the Statutes, and to such regulations not being inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made. The general powers conferred upon the Directors by this Article shall not be deemed to be abridged or restricted by any specific power conferred upon the Directors by any other Article.

Pensions, etc.

88. Without prejudice to the generality of the last preceding Article, the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company (including Directors who have held any executive office under the Company) and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, join with other companies (being Subsidiaries or companies with which it is associated in business), support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. Any Director shall be entitled

to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit. Any such pension, funds or schemes may, as the Directors consider desirable, be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement.

Subsidiaries

89. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on as or through one or more Subsidiaries, and they may, on behalf of the Company, make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such Subsidiary or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such Subsidiary or any other company in which the Company may be interested and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any persons so appointed, and any Directors of the Company may retain any remuneration so payable to them.

Attorneys

90. The Directors may from time to time and at any time by power of attorney under the Seal appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, 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 these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Seal for use abroad

91. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

Dominion Register

92. The Company may exercise the powers conferred

upon the Company by Section 119 and 120 of the Act with regard to the keeping of a Dominion Register, and the Directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

Authorisation of signatures and acceptances

93. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys, paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

BORROWING POWERS AND DEBENTURES

Borrowing powers of Directors

94. (A) Subject as provided hereafter the Directors may exercise all the powers of the Company to raise or borrow money and to mortgage or charge its undertaking, property and assets both present and future (including uncalled capital) and, subject to Section 14 of the Companies Act 1980, to issue debentures, debenture stock or other securities whether outright or as collateral security for any debt, liability or obligation of the Company or any third party.

(B) The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its Subsidiaries (if any) so as to secure (as regards Subsidiaries so far as by such exercise they can secure) that the aggregate amount at any one time outstanding in respect of money borrowed or secured by the Group (exclusive of intra-group borrowings) shall not without the previous sanction of the Company in General Meeting exceed an amount equal to twice the aggregate of:-

- (a) the amount paid up or credited as paid up on the share capital of the Company; and
- (b) the amount standing to the credit of the reserves of the Company and its Subsidiaries (if any) excluding therefrom any reserves for taxation or for the interests of minority members in Subsidiaries, but including the amount standing to the credit or deducting the amount standing to the debit of the profit and loss account,

all as shown in the latest Balance Sheet of the Company

or (as the case may be) consolidated balance sheet of the Company and its Subsidiaries, approved by the Company in General Meeting, but so that the said aggregate shall be adjusted as may be necessary in respect of any variation in the paid up share capital of the Company or share premium account and any capitalisation or distributions from reserves or profit and loss account since the date of such Balance Sheet.

(C) For the purposes hereof:-

(1) Money borrowed shall be deemed to include:-

- (a) the nominal amount of any debentures (as defined in Section 455 of the Act) issued notwithstanding that the same be issued in whole or in part for a consideration other than cash;
- (b) the nominal amount of any share capital issued and the principal amount of any money borrowed the repayment whereof is guaranteed by the Company or any Subsidiary (together in each case with any fixed or minimum premium payable on final redemption or repayment) except so far as either (i) such share capital or the debt owing in respect of such borrowed money is for the time being beneficially owned by the Company or by a Subsidiary, or (ii) such borrowed money is otherwise taken into account as money borrowed by the Company or a Subsidiary;
- (c) the nominal amount of any preference capital not falling within sub-paragraph (b) hereof issued by Subsidiaries and not in the beneficial ownership of the Company or of any of its Subsidiaries;
- (d) the principal amount of acceptances by any bank or accepting house under any acceptance credit opened on behalf of and in favour of the Company or any of its Subsidiaries, not being acceptances of trade bills for the purchase of goods in the ordinary course of business;
- (e) the nominal amount of any issued share capital of a Subsidiary (not being equity share capital) owned otherwise than by the Company or a Subsidiary together with any fixed or minimum premium payable on final repayment.

- (2) Moneys borrowed or secured by the Company or any Subsidiary for the purpose of redeeming or repaying within six months any moneys borrowed or secured by the Company or any Subsidiary shall not be treated as moneys borrowed or secured pending their application for that purpose within such period.
- (3) Moneys borrowed or secured for the purpose of financing any contract in respect of which any part of the price receivable by the Company or a Subsidiary is guaranteed or insured by the Exports Credits Guarantee Department of the Department of Trade, or by any other Governmental Department fulfilling a similar function, to an amount not exceeding that part of the price receivable thereunder which is so guaranteed or insured shall not be treated as moneys borrowed or secured.
- (4) "Balance Sheet" shall mean the audited balance sheet of the Company unless at the date of the then latest such balance sheet there shall have been made up and audited a consolidated balance sheet of the Company and its Subsidiaries (with such exceptions as may be permitted in the case of a consolidated balance sheet prepared for the purposes of the Statutes) and in the latter event "Balance Sheet" shall mean the audited consolidated balance sheet of the Company and such Subsidiaries, the references to reserves and profit and loss account shall be deemed to be references to consolidated reserves and consolidated profit and loss account respectively and there shall be excluded any amounts attributable to outside interest in Subsidiaries.
- (5) "Group" shall mean the Company and its Subsidiaries for the time being (if any).

(D) A certificate or report by the Auditors for the time being of the Company as to the amount referred to in paragraph (B) above or the amount of moneys borrowed or secured or to the effect that the limit imposed by this Article has not been or will not be exceeded at any particular time or times shall be conclusive evidence of such amount or fact for the purposes of this Article.

(E) Notwithstanding the foregoing no lender or other person dealing with the Company shall be concerned to see to or inquire whether the limit imposed by this

Article is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

Bonds, debentures, etc., to be subject to control of Directors

95. Subject to the provision of the Statutes, any debentures, or other securities issued or to be issued by the Company shall be under the control of the Directors, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

DIRECTORS' INTERESTS

Power to hold other office

96. Subject to the provisions of these Articles and the Statutes:-

(A) a Director may hold subject to Section 47 of the Companies Act 1980 any office or place of profit under the Company in conjunction with the office of Director for such period, and on such terms as to remuneration and otherwise, as the Directors may determine, and a Director or any firm in which he is interested may act in a professional capacity for the Company and he or such firm shall be entitled to remuneration for professional services as if he were not a Director: Provided that nothing herein contained shall authorise a Director or any such firm to act as Auditor to the Company.

(B) a Director may enter into or be interested in contracts or arrangements with the Company (whether with regard to any such office or place of profit or any such acting in a professional capacity or as vendor, purchaser or otherwise howsoever) and may have or be interested in dealings of any nature whatsoever with the Company and shall not be disqualified from office thereby. No such contract, arrangement or dealing shall (subject to the provisions of the Statutes) be liable to be avoided, nor (subject as aforesaid) shall any Director so contracting, dealing or being so interested 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 a Director of the Company, or the fiduciary relationship thereby established.

Declaration of interest

97. (A) A Director who to his knowledge is in any way, whether directly or indirectly, interested in any contract or arrangement or proposed contract or arrangement shall declare the nature of his interest at a meeting of the Directors in accordance with the provisions of this Article.

When declaration to be made

(B) In the case of a proposed contract such declaration shall be made at the meeting of Directors at which the question of entering into the contract is first taken into consideration, or, if the Director was not (or did not know that he was) at the date of that meeting interested in the proposed contract, at the next meeting of the Directors held after he became so interested, or knew he had become so interested. Where the Director becomes interested (or knows he is interested) in a contract after it is made, such declaration shall be made at the first meeting of Directors held after the Director becomes so interested, or knows that he is so interested.

General notice

(C) A general notice given to the Directors by a Director (if it is given at a meeting of Directors, or such Director takes reasonable steps to secure that it is brought up and read at the next meeting of Directors after it is given) to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that company or firm, shall for the purpose of this Article be deemed to be a sufficient declaration of interest in relation to any contract so made. For the purposes hereof a transaction or arrangement of the kind described in Section 49 of the Companies Act 1980 made for a Director or a person connected with such Director (within the meaning of Section 64 of the Companies Act 1980) shall if it would not otherwise be so treated (and whether or not prohibited by that section) be treated as a transaction or arrangement in which that Director is interested.

Interests of Directors in other companies

98. A Director may be or continue or may become a director or other officer or servant of, or otherwise interested in, any other company promoted by the Company or in which the Company may be in any way interested and shall not (in the absence of agreement to the contrary) be liable to account to the Company for any emoluments or other benefits received or receivable by him as director, or officer or servant of, or from his interest in, such other company.

Exercise of voting rights conferred by shares of other companies

99. Subject to Article 113 the Directors may exercise or procure the exercise of the voting rights attached to shares in any other company in which this Company is or becomes in any way interested, and may exercise any voting rights to which they are entitled as directors of any such other company in such manner as they shall in their absolute discretion think fit, save that no Director shall be entitled to vote (and be counted in a quorum) in respect of any resolution appointing himself as a director, officer or servant of such other company.

DISQUALIFICATION OF DIRECTORS

Disqualification

100. The office of a Director shall be vacated if the Director:-

- (A) becomes bankrupt or insolvent or compounds with his creditors generally;
- (B) becomes of unsound mind;
- (C) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; as amended by Section 93 of the Companies Act 1981;
- (D) is convicted of an indictable offence (not being an offence which, in the opinion of the Directors, does not affect his character or position as a Director of the Company);
- (E) is absent from meetings of the Directors for a period of six months without leave expressed by a resolution of the Directors and the Directors resolve that his office be vacated;
- (F) gives the Company one month's notice in writing that he resigns his office, but this paragraph shall not apply to a Managing Director holding office as such for a fixed term;
- (G) ceases to be a Director by virtue of Section 182 of the Act;
- (H) is removed from office as provided in Article 107.

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 Company 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.

ROTATION OF DIRECTORS

Directors to retire by rotation

101. At the Annual General Meeting in every year one-third of the Directors for the time being, or if their number is not three or a multiple of three then the number nearest to one-third, shall retire from office, the Directors to retire in each year being those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Filling vacancies

102. The Company at the Annual General Meeting at which any Director retires in manner aforesaid may fill up the vacated office, and may fill up any other offices which may then be vacant by electing the necessary number of persons. The Company may also at any Extraordinary General Meeting, on notice duly given, fill up any vacancies in the office of Director, or appoint additional Directors, provided that the maximum number fixed as hereinbefore mentioned be not exceeded.

Notice of intention to propose a Director

103. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any General Meeting unless, not less than seven nor more than twenty-one days before the day appointed for the meeting, there shall have been left at the office notice in writing, signed by a Member duly qualified to attend and vote at such meeting, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

If vacancies not filled

104. If at any General Meeting at which an election of Directors ought to take place the place of any retiring Director be not filled up, such retiring Director shall

(unless a resolution for his re-election shall have been put to the meeting and lost) continue in office until the Annual General Meeting in the next year, and so on from time to time until his place has been filled up, unless at any such meeting it shall be determined to reduce the number of Directors in office.

Number of Directors may be varied

105. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

Power to fill casual vacancy

106. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board of Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to the provisions of Section 184 of the Act, any Director so appointed shall hold office only until the next following Annual General Meeting, when he shall retire, but shall be eligible for re-election.

Removal of a Director by the Company in General Meeting

107. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office (notwithstanding anything in these Articles or in any agreement between the Company and such Director), and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed a Director.

ALTERNATE DIRECTORS

Directors may appoint an alternate Director

108. Any Director may at any time appoint a person approved by the Directors to be an alternate Director of the Company and may at any time remove any alternate Director 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, nor be counted in reckoning the maximum

and minimum number of Directors allowed or required by these Articles, 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 meetings at which the Director appointing him is not personally present, and generally to perform all the functions of such 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, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement, shall continue to operate after his re-election as if he had not so retired. The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office. 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 office.

Responsibility of alternate Director

109. Every alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration (if any) of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between him and the Director appointing him.

LOCAL DIRECTORS

Power to appoint Local Directors

110. The Directors may from time to time appoint any one or more persons employed by the Company to be a Local Director for such period and at such remuneration, either fixed or varying with profits or otherwise or partly by one method and partly by another, and on such other terms as the Directors may from time to time think fit and may at any time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and the provisions following shall apply to every Local Director so appointed, namely:--

- (A) A Local Director shall not be deemed to be a Director for any purpose.
- (B) The Directors may from time to time entrust to and confer upon a Local Director for the time being such of the powers exercisable under these Articles by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke withdraw, alter or vary all or any of such powers.

PROCEEDINGS OF DIRECTORS

Meetings and quorum

111. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall constitute a quorum.

Voting

112. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

Restrictions on voting

113. (A) Save as provided in the following paragraphs of this Article, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

(B) A Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:-

- (i) The giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its Subsidiaries.
 - (ii) The giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its Subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by giving of security.
 - (iii) Any proposal concerning an offer of shares or Company or any of its Subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof.
 - (iv) Any proposal concerning any other company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he is not the holder of or beneficially interested in 1 per cent. or more of any class of the equity share capital of such company (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances).
 - (v) Any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue for taxation purposes.
 - (vi) Any proposal concerning the adoption, modification or operation of any share scheme for the benefit of employees of the Company or any of its Subsidiaries under which he may benefit save that he may not vote when consideration is being given to any matter concerning his individual rights of participation in such a scheme
- (C) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company such proposals may be divided and considered in relation to each Director separately and in such cases each of the Directors concerned (if not debarred from voting under the proviso to paragraph 8(iv)

of this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment

(D) If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting, and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fairly disclosed.

Power to alter provisions

114. The Company may by Ordinary Resolution suspend or relax the provisions of Article 113 to any extent or ratify any transaction not authorised by reason of a contravention of such Article.

Summoning Meetings

115. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Notice of a Meeting of Directors need not be given to a Director who is not in the United Kingdom. Notice of a Board Meeting shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. A Director absent or intending to be absent from the United Kingdom may request the Board of the Directors that notice of Board Meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, whether or not out of the United Kingdom.

Directors may act notwithstanding vacancy

116. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the numbers of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

Chairman

117. The Directors may elect a Chairman and a Deputy Chairman of their meetings, and determine the period for

which he is to hold office; but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting.

Memorandum signed by all the Directors

118. A memorandum in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors and annexed or attached to the Directors' minute book shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted. Any such memorandum may consist of several documents in like form each signed by one or more of such Directors. Provided that such a resolution need not be signed by an alternate Director if it is signed by the Director who appointed him.

Delegation to committees

119. The Directors may delegate any of their powers to committees, consisting of such one or more of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. The regulations herein contained for the meetings and proceedings of Directors shall, so far as not altered by any regulations made by the Directors, apply also to the meetings and proceedings of any committee.

Acts valid although defective appointment

120. All acts done by any meeting of the Directors or of a committee of Directors, or by any persons acting as Directors, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

MANAGING DIRECTORS

Power to appoint Managing Directors

121. Subject to Section 47 of the Companies Act 1980, the Directors may from time to time appoint one or more of their body, to be a Managing Director or Managing Directors of the Company, and may fix his or their remuneration either by way of salary or commission or by conferring a right to participation in the profits of the Company, or by a combination of two or more of those modes, and may provide as a term of his appointment that

there be paid to him, his widow or other dependents, a pension or gratuity on retirement or death.

Power to remove Managing Directors

122. Every Managing Director shall, subject to the provisions of any contract between himself and the Company with regard to his employment as such Managing Director, be liable to be dismissed or removed by the Board of the Directors, and another person may be appointed in his place.

Managing Director not to retire by rotation

123. A Managing Director shall not, while he continues to hold that office, be liable to retire by rotation, and he shall not be taken into account in determining the rotation in which the other Directors shall retire or the number to retire, but he shall be subject to the same provisions as regards resignation, removal, and disqualification, as the other Directors, and if he ceases to hold the office of Director from any cause he shall ipso facto cease to be a Managing Director without prejudice to any claim he may thereby have for breach of contract wrongful dismissal or otherwise.

Powers may be delegated

124. The Directors may from time to time entrust to and confer upon the Managing Director 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 such powers by the Managing Director 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.

SECRETARY

Secretary

125. The Directors shall appoint, and may remove at their discretion, a Secretary, and shall fix his remuneration and terms and conditions of employment. Anything by the Statutes or these Articles required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary, or if there is none, by or to any officer of the Company authorised in that behalf by the Board of the Directors.

Disqualification

126. No person shall be Secretary who is either:-

- (A) the sole Director of the Company; or
- (B) a corporation the sole director of which is the sole Director of the Company; or
- (C) the sole director of a corporation which is the sole Director of the Company.

Restriction on powers of Director who holds office as Secretary

127. A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

AUTHENTICATION OF DOCUMENTS

128. (A) 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 and any resolutions passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the 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.

(B) A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

MINUTES

Minutes to be made

129. The Directors shall cause minutes to be made in books provided for the purpose:-

- (A) of all appointments of officers made by the Directors;
- (B) of the names of the Directors present at each

meeting of the Directors and of any committee of the Directors;

- (C) of all resolutions and proceedings at all meetings of the Company and of Directors and of committees of Directors.

And every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

THE SEAL

Seal and sealing

130. The Directors shall provide for the safe custody of the Seal. The Seal shall not be affixed to any instrument except by the express authority of a resolution of the Board of the Directors and in the presence of at least one Director and of the Secretary, or of such other person as the Directors may appoint for the purpose, and that Director and Secretary, or other person as aforesaid, shall (subject to the provisions of Article 10) sign every instrument to which the Seal is so affixed in their presence.

Provided that certificates for stock and shares of the Company and (subject to the terms or conditions of issue thereof) debenture stock or other forms of security may at the discretion of the Directors be issued without any such signature or counter-signature if the system of controlling the affixing of the Seal or any official seal kept under the Stock Exchange (Completion of Bargains) Act 1976 thereto and (where appropriate) the mechanical signature or signatures thereon is approved by the Auditors, Transfer Agents or Bankers of the Company.

DIVIDENDS

Dividends how payable

131. Subject to the rights of the holders of any shares entitled to any priority, preference or special privileges, all dividends shall be declared and paid to the Members in proportion to the amounts paid up on the shares held by them respectively. No amount paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall, subject as aforesaid, be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid: but if any share is issued on terms providing that it shall rank for dividend from a particular date or *pari passu* as regards dividends with a share already

issued it shall rank accordingly.

Directors to recommend Company to declare dividend

132. The Directors shall lay before the Company in General Meeting a recommendation as to the amount (if any) which they consider should be paid by way of dividend, and the Company shall declare the dividend to be paid, but such dividend shall not exceed the amount recommended by the Directors.

Dividends only out of profits

133. No dividend or interim dividend shall be paid otherwise than out of profits available for distribution under the provisions of the Statutes.

Interim dividends

134. The Directors may from time to time pay to the Members, or any class of Members, such interim dividends as appear to the Directors to be justified by the profits of the Company.

Lien

135. (A) The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

(B) The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Dividends may be sent by post

136. The Company may transmit any dividend or bonus payable in respect of any share by ordinary post to the registered address of the holder or, in the case of joint holders, of one of the holders of such share or to such person and address as the holder or joint holders may direct, and shall not be responsible for any loss arising in respect of such transmission.

Dividends not to bear interest

137. No dividend or other moneys payable on or in

respect of a share shall bear interest as against the Company.

Distribution of assets in kind

138. The Directors may, with the sanction of the Company in General Meeting, distribute in kind among the Members by way of dividend any of the assets of the Company, and in particular any shares or securities of other companies to which this Company is entitled: Provided always that no distribution shall be made which would amount to a reduction of capital except in the manner appointed by law.

Purchase of assets from a past date

139. Where any asset, business or property is bought by the Company as from a past date at a price fixed wholly by reference to the value of such asset, business or property at the past date and without any addition or reduction in respect of subsequent transactions upon the terms that the Company shall as from that date take the profits and bear the losses thereof, the actual profit or loss as the case may be so accruing to the Company may at the discretion of the Directors be credited or debited wholly or in part to revenue account and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly.

Unclaimed dividends

140. Payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of 12 years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

RESERVE FUND

Reserve Fund

141. Before recommending a dividend the Directors may set aside any part of the net profits of the Company to a reserve fund, and may apply the same either by employing it in the business of the Company or by investing it in such manner (subject to Article 6 hereof) as they shall think fit, and the income arising from such reserve fund shall be treated as part of the gross profits of the Company. Such reserve fund may, subject to the Statutes, be applied for the purpose of maintaining the property of the Company, replacing wasting assets, meetings contingencies,

forming an insurance fund, equalising dividends, paying special dividends or bonuses, or for any other purpose for which the profits of the Company may lawfully be used, and until the same shall be so applied it shall be deemed to remain undivided profit. The Directors may also carry forward to the accounts of the succeeding year or years any profit or balance of profits which they shall not think fit to divide or to place to reserve.

CAPITALISATION OF PROFITS

Capitalisation of profits

142. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve funds or reserve accounts (including any undistributable reserves) or to the credit of the profit and loss account (not required for the payment of or provision for any fixed preferential dividend), and accordingly that such sum be applied on behalf of the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and issued credited as fully paid up to and among such Members in the proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such resolution: Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be allotted to Members of the Company as fully paid shares.

Appropriations by Directors

143. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the amount resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures which would otherwise be issued in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such

capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the amount resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

144. Subject to approval by the Company in General Meeting and subject as hereinafter provided, the Directors may at their discretion resolve (at the same time as they resolve to recommend or to pay any dividend on the Ordinary Shares in the capital of the Company) that the holders of fully paid Ordinary Shares will have the option to elect to receive in lieu of such dividend (or part thereof) an allotment of additional Ordinary Shares credited as fully paid provided that:

- (A) An adequate number of unissued Ordinary Shares is available for this purpose;
- (B) The approval by the Company in General Meeting may only be given in respect of a specified dividend or of any dividends declared or to be declared or paid in respect of a specified financial year;
- (C) The number of Ordinary Shares to be allotted in lieu of any amount of dividend as aforesaid shall be determined by the Directors so that the value of such shares shall equal (as nearly as may be without exceeding) such amount and for this purpose the value of an Ordinary Share shall be deemed to be the average of the middle market quotations of such shares as shown in the Daily Official List of The Stock Exchange (adjusted as below) on the five business days immediately following the day on which the Directors announced their resolution to recommend or pay any dividend on the Ordinary Shares and each such middle market quotation shall be adjusted by deducting therefrom the cash amount of such dividend per share except in the case of any "ex-dividend" quotation;
- (D) The Directors after determining the number of Ordinary Shares to be allotted as aforesaid shall give notice in writing to the Ordinary shareholders of the option to elect accorded to them and shall send with such notice forms of election which specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

- (E) Following the receipt of a notice or notices of election pursuant to paragraph (D) of this Article the Directors shall allot to the holders of those Ordinary Shares in respect of which the share election has been or is duly exercised in lieu of the dividend (or that part of the dividend in respect of which the right of election has been accorded) such number of additional Ordinary Shares determined as aforesaid and for such purpose the Director shall appropriate and capitalise out of any reserve or fund which is available for distribution (including any share premium account, or capital redemption reserve fund or profit and loss account) as it shall determine, an amount equal to the aggregate nominal amount of the additional Ordinary Shares so to be allotted and apply the same in paying up in full the appropriate number of unissued Ordinary Shares for allotment and distribution to and amongst those holders of Ordinary Shares who have given notices of election as aforesaid, such additional Ordinary Shares to rank *pari passu* in all respects with the fully paid Ordinary Shares then in issue save only as regards participation in the relevant dividend; and
- (F) The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter, on behalf of all the Members interested, into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

ACCOUNTS

Accounts to be kept

145. The Directors shall cause proper books of account (being such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions) to be kept with respect to:-

- (A) all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Company; and
- (C) the assets and liabilities of the Company.

Limitation of right to inspect

146. The books of account shall be kept at the Office, or (subject to the provisions of Section 12 of the Companies Act 1976) at such other place or places as the Directors may determine, and shall always be open to the inspection of the Directors. The Directors may from time to time by resolution determine whether and to what extent and at what times and places, and on what conditions the books and accounts of the Company, or any of them, shall be open to the inspection of the Members (not being Directors), and the Members shall have only such rights of inspection as are given to them by the Statutes or by such resolution as aforesaid.

Production of accounts

147. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Statutes.

Copies

148. A copy of every balance sheet, Directors' report and profit and loss account, including every document required by law to be annexed thereto, which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report, shall, not less than twenty-one clear days before the date of the meeting, be sent to every Member (whether he is or is not entitled to receive notices of General Meetings of the Company), every holder of debentures of the Company (whether he is or is not so entitled), and all other persons so entitled, but this Article shall not require a copy of such documents to be sent to any person to whom, by virtue of paragraph (b) of the proviso to Sub-section (1) of Section 158 of the Act, the Company is not required to send the same. There shall also be sent to every Stock Exchange at which the shares of the Company are dealt in or listed the number of copies of the aforesaid documents required by such Stock Exchanges respectively.

AUDIT

Auditors to be appointed

149. Auditors shall be appointed and their duties regulated in the manner provided by the provisions of the Statutes.

All acts to be valid

150. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Power to attend certain General Meetings

151. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

NOTICES

Notice, how served

152. A notice may be served by the Company upon any Member either personally or by sending it through the post first class and prepaid addressed to such Member at his registered address.

Members out of United Kingdom

153. No Member shall be entitled to have a notice served on him at any address not within the United Kingdom; but any Member whose registered address is not within the United Kingdom may by notice in writing require the Company to register an address within the United Kingdom, which, for the purpose of the service of notices, shall be deemed to be his registered address. A Member who has no registered address within the United Kingdom and has not given notice as aforesaid shall not be entitled to receive any notices from the Company.

Time of service of notice

154. Any notice sent by first class post shall be deemed to have been served on the day after the same shall have been posted and if sent by second class post

on the second day thereafter; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed, stamped and posted.

Notice to be given in case of death or bankruptcy of a member

155. A notice may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

SUSPENDED OR CURTAILED POSTAL SERVICES

156. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a General Meeting by notices sent through the post, a General Meeting may be convened by notice advertised on the same date in at least two leading daily newspapers, at least one of which shall be published in London, with appropriate circulation and such notice shall be deemed to have duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

PROVISION FOR EMPLOYEES

157. The power conferred upon the Company by Section 74 of the Companies Act 1980 to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries, in connection with the cessation or the transfer of any person of the whole or part of the undertaking of the Company or any subsidiary shall only be exercised by the Company with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require either (i) the prior consent in writing of the holders of three fourths of the issued shares or (ii) the prior sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares, of each

class in accordance with the provisions of these Articles.

INDEMNITY

158. The Directors, Managing Directors, Auditors, Secretary and other officers for the time being of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and their respective executors or administrators shall be indemnified and secured harmless out of the assets of the Company from and against any liability incurred by them to the extent permitted by the Statutes.

WINDING UP

Distribution of assets in winding up

159. 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 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.

Assets may be distributed in specie

160. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may, with the like sanction, 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.

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

102

811615

Name of Company

WHITWORTH'S FOOD GROUP Plc

limited

*delete if
inappropriate+delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special] resolution of the company dated 14th January 1985

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 500,000 beyond the registered capital of £ 250,000

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 resolutionA 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
10,000,000	Ordinary	5p

(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:Please tick here if
continued overleaf
☐
+delete as
appropriate

Signed

[Director] [Secretary]† Date 14th January 1985

Presentor's name, address and
reference (if any):Macfarlanes,
10 Norwich Street
LONDON EC4A 1BD
CDZM/33.0068/JMSFor official use
General section

Post room





COMPANIES FORM No. 225(2)

Notice by an holding or subsidiary company of new accounting reference date given after the end of an accounting reference period**225(2)**

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985

3, 2

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

To the Registrar of Companies

For official use

Company number

1119

811615

Name of company

* WHITWORTH'S FOOD GROUP PLC

* Insert full name of company

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

31 12

The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

31 12 1986

† delete as appropriate

The company is a [subsidiary] ~~holding company~~† of BOOKER PLC,
KENT HOUSE, TELEGRAPH STREET, MOORGATE,
LONDON EC2R 7LN, company number 65519
the accounting reference date of which is 31 DECEMBER

Signed

[Director] [Secretary]† Date

31 July 1986

Presentor's name address and reference (if any):

For official Use
General Section

Post room



No 811615
811615.

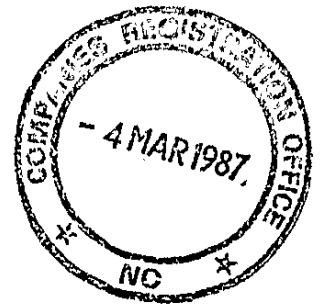
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

WHITWORTH'S FOOD GROUP plc

(passed 5 February 1987)



At an Extraordinary General Meeting of the Company duly convened and held at Malt House, Field End Road, Eastcote, Ruislip, Middlesex on 5 February 1987 the following resolutions were duly passed as Special Resolutions:

RESOLUTIONS

Resolution No 1 (Re-registration as a private company and change of name)

"THAT pursuant to the provisions of Section 10 of the Companies Act 1980, the Company be re-registered as a private company;

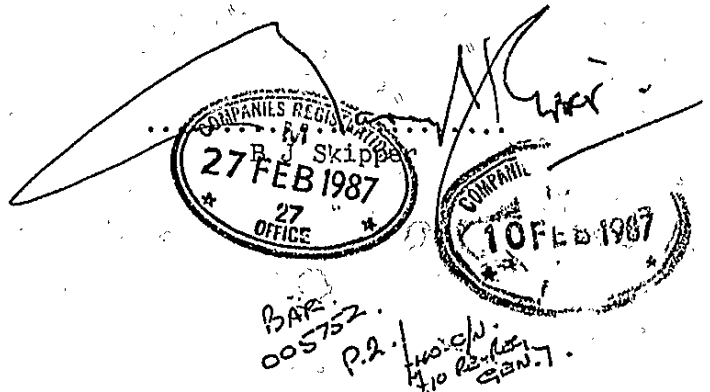
"THAT the name of the Company be changed to Whitworth's Produce Limited;

"THAT the memorandum of association of the Company be thereupon altered as follows:

- (a) by deleting the existing clause 1 and substituting therefor the following clause "1. The name of the Company is Whitworth's Produce Limited"
- (b) by deleting the words "a public company" in clause 2 and substituting therefor the words "a private company".

Resolution No 2

"THAT the regulations contained in the printed document marked 'A' submitted to this meeting and, for the purpose of identification, signed by the chairman hereof be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof."



G

COMPANIES FORM No.53

53

Application by a public company
for re-registration as a private
company

Please do not
write in
this margin

Pursuant to section 53 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[1][2][3]

811615

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

Name of company

*

WHITWORTH'S FOOD GROUP PLC

* insert existing full
name of company

§ insert full name of
company amended to
make it appropriate
for this company
as a private limited
company

applies to be re-registered as a private company by the name of §

WHITWORTH'S PRODUCE LIMITED

⊖ delete if previously
presented for
registration

and, for that purpose, delivers the following document(s) for registration:

~~[1 Copy of the special resolution that the company be re-registered as a private company.]~~

2 Printed copy of the memorandum and articles of association as altered by the special resolution that
the company be re-registered

Signed

[Signature]

[Director][Secretary]† Date

25/2/87

⊖ delete as
appropriate

Presentor's name address and
reference (if any):

J. G. DAWSON.
BOOKER PLC
P.O. Box 15, MAKT HOUSE,
FIELD END ROAD, EASTCOTE
RUISLIP, MIDDLESEX HA4 9LA.

For official Use
General Section

CLASSIFIED
02 MAR 1987
CRO

Post room

BAR
005752
P.2. f5

124

THE COMPANIES ACTS 1948 TO 1983

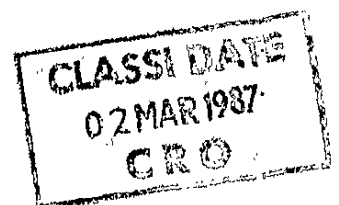
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

WHITWORTH'S PRODUCE LIMITED

1. The name of the Company is "WHITWORTH'S PRODUCE LIMITED
2. The Company is to be a private company.
3. The registered office of the Company will be situate in England and Wales.
4. The objects for which the Company is established are:-
 - (a) To carry on business as packers processors and distributors of fresh fruits and vegetables and other foods of every description.
 - (b) To carry on business as wholesale and retail grocers, merchants, storekeepers, bakers and confectioners, and to deal in corn flour, pickles, jams, fish, meat, preserves and foodstuffs in general and also ironmongery and hardware and wine and spirit merchants and licensed victuallers.
 - (c) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether



for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (d) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (e) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trademarks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (f) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (g) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (h) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all

or any part of the business property and liabilities of any person body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (i) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (j) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (k) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (l) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (m) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful objects or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (n) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the

Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (o) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (p) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

5. The liability of the members is limited.

** 6. The share capital of the Company is £100 divided into 100 shares of £1 each.

** By Special Resolution dated 18th July 1967 the Share Capital of the Company was increased to £3,000 divided into 3,000 Ordinary Shares of £1 each by the issue of 2,900 Ordinary Shares of £1 each.

By Special Resolution dated 26th June 1970 the Share Capital of the Company was increased to £71,000 divided into 71,000 Ordinary Shares of £1 each by the issue of 68,000 Ordinary Shares of £1 each.

By Ordinary Resolution dated 25th June 1973 the Share Capital of the Company was increased to £81,000 divided into 81,000 Ordinary Shares of £1 each by the issue of 10,000 Ordinary Shares of £1 each.

By Special Resolution dated 22nd August 1974 the Share Capital of the Company was increased to £100,000 divided into 100,000 Ordinary Shares of £1 each by the issue of 19,000 Ordinary Shares of £1 each.

By Ordinary Resolution dated 30th September 1982 the Share Capital of the Company was increased to £106,750 divided into 106,750 Ordinary Shares of £1 each by the issue of 6,750 Ordinary Shares of £1 each.

By Ordinary Resolution dated 30th September 1982 the Share Capital of the Company was increased to £250,000 divided into 1,000,000 Ordinary Shares of 25p each by the division of the existing 106,750 Ordinary Shares of £1 each into 427,000 Ordinary Shares of 25p each and by the issue of a further 573,000 Ordinary Shares of 25p each.

By Ordinary Resolutions dated 14th January 1985 the Share Capital of the Company was increased to £750,000 divided into 15,000,000 Ordinary Shares of 5p each by the division of the existing 1,000,000 Ordinary Shares of 25p each into 5,000,000 Ordinary Shares of 5p each and by the issue of a further 10,000,000 Ordinary Shares of 5p each.

We, the several persons whose names and addresses 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
KEVIN S. PENETT Barrington House, 59-67 Gresham Street, London EC2 Solicitors Articled Clerk	ONE
MARION SIMMONS Barrington House, 59-67 Gresham Street, London EC2 Secretary	ONE

DATED the 29th day of June 1964

WITNESS to the above Signatures:-

RUTH RUDD
Barrington House,
59-67 Gresham Street,
London EC2

Secretary

"A"

Signed for identification

B J Skipper
Chairman

ARTICLES OF ASSOCIATION

OF

WHITWORTH'S PRODUCE LIMITED

811615
125

adopted by special resolution passed on
5 February 1987

PRELIMINARY

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the company but the following shall be the only regulations of the company.

2. In these regulations:-

"the Statutes" means the Companies Acts 1948 to 1980 and every statute for the time being in force concerning companies and affecting the company

"the seal" means the common seal of the company

"secretary" means any person appointed to perform the duties of the secretary of the company.

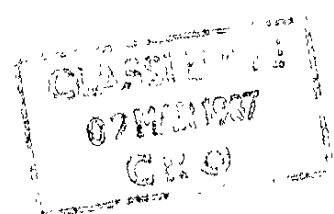
Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Companies Acts 1948 to 1980.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. Subject to the provisions of the Statutes and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.

4. Subject to the provisions of the Statutes, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.



5. Subject to the provisions of the Statutes, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings of the company or to the proceedings thereat shall apply mutatis mutandis, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum).

6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

7. In addition to all other powers of paying commissions the company may exercise the powers of paying commissions conferred by the Statutes, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Statutes and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of such price (as the case may be). Subject to the provision of the Statutes, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.

8. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class or several certificates each for one or more of his shares. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate; and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

10. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors think fit.

11. Subject to the provisions of the Statutes and of these regulations all shares for the time being created and unissued shall be at the disposal of the directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper. The provisions of sub-sections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to the company.

LIEN ON SHARES

12. The company shall have a first and paramount lien and charge on every share (not being a fully paid share) registered in the name of any member, whether solely or jointly with others, for all moneys due to the company from him or his estate, whether solely or jointly with any other person, whether a member or not, and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends payable thereon. But the directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this article.

13. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

14. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. After his name has been registered as the holder of the shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the company exclusively.

15. The net proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the share before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

16. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.

17. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate as may be fixed by the terms of allotment of the share, or if no rate is fixed, at the appropriate rate, but the directors shall be at liberty to waive payment of such interest wholly or in part.

20. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

22. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) the appropriate rate as may be agreed upon between the directors and the member paying such sum in advance. No sum paid in advance of calls shall entitle the holder of a share in respect thereof to any portion of a dividend subsequently declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

TRANSFER OF SHARES

23. The instrument of transfer of any share shall be executed by or on behalf of the transferor and, in the case of a partly paid share, the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

24. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

25. 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.

26. The directors may also decline to recognise any instrument of transfer unless:—

(a) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and

(b) the instrument of transfer is in respect of only one class of share.

27. If the directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

28. Subject to the provisions of the Statutes, the registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registrations shall not be suspended for more than thirty days in any year.

29. The company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof and all share certificates and share warrants which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the company that every entry in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate or share warrant so destroyed was a valid and effective certificate or warrant duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the company. Provided always that:—

- (a) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (b) Nothing herein contained shall be construed as imposing upon the company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the company in the absence of this regulation;
- (c) References herein to the destruction of any document include references to the disposal thereof in any manner.

TRANSMISSION OF SHARES

30. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only person recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share which had been solely or jointly held by him.

31. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

32. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

33. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company; provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

34. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

35. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

36. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

37. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

38. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.

39. A statutory declaration in writing that the declarant is a director or the secretary of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

40. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

41. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

42. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

43. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profit of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

44. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

45. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

46. The company may by ordinary resolution:—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of the Statutes; and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions, as compared with the others as the company has power to attach to unissued or new shares;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

47. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required, by law,

48. Upon any consolidation of fully paid shares into shares of larger amount the directors may settle any difficulty which may arise with regard thereto and in particular may, as between the holders of shares so consolidated, determine which shares are consolidated into each consolidated share, and in the case of any shares registered in the name of one member being consolidated with shares registered in the name of another member, the directors may make such arrangements for the allotment, acceptance and/or sale of fractional shares or for the sale of the consolidated share and may sell the consolidated share or the fractions either upon the market or otherwise to such person at such time and at such price as they may think fit and shall distribute the net proceeds of sale among such members rateably in accordance with their rights and interests in the consolidated share or the fractions, and for the purposes of giving effect to any such sale the directors may appoint some person to transfer the shares or fractions sold to the purchaser thereof and such appointment and any transfer executed in pursuance thereof shall be effective.

GENERAL MEETINGS

49. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

50. All general meetings other than annual general meetings shall be called extraordinary general meetings.

51. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Statutes. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

52. Subject to the provisions of the Statutes, an annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company.

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed:—

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

54. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors and any other documents required to accompany or to be annexed to the balance sheet, the election of directors in the place of those retiring and the appointment or re-appointment of, and the fixing of the remuneration of, the auditors, or the manner in which it is to be determined and the fixing of remuneration of directors.

55. 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 persons being members present in person or by proxy and entitled to attend and vote at the meeting shall be a quorum.

56. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

57. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be the chairman of the meeting.

58. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy shall choose one of their number to be chairman of the meeting.

59. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

60. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:—

(a) by the chairman; or

(b) by any member present in person or by proxy.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn, and no notice need be given of a poll not taken immediately.

61. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

62. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

63. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

64. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

65. Subject to the provisions of the Statutes, 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 effectual as if the same had been passed at a general meeting of the company duly convened and held. A resolution shall be deemed to be "a resolution in writing signed by all the members" for the purposes of this regulation notwithstanding that all the signatures of such members are not affixed to the same copy of such resolution.

VOTES OF MEMBERS

66. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or being a corporation present by a representative or proxy shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

67. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

68. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

69. No member shall, unless the directors otherwise determine, be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

70. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

71. On a poll votes may be given either personally or by proxy.

72. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

73. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

74. An instrument of proxy may be in the usual common form or in such other form as the directors shall prescribe. The proxy shall be deemed to include the right to demand, or join in demanding, a poll, and shall (except and to the extent to which the proxy is specially directed to vote for or against any proposal) include power generally to act at the meeting for the member giving the proxy. A proxy, whether in the usual or common form or not, shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, and need not be witnessed.

75. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

76. Unless and until otherwise determined by the company in general meeting, the directors shall be not less than two and there shall be no maximum number. The first directors shall be the persons named as such in the statement delivered to the registrar with the memorandum.

77. The directors shall be paid out of the funds of the company by way of fees for their services such sums (if any) as the company in general meeting may from time to time determine. The directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them respectively in and about the performance of their duties as directors, including expenses of travelling incurred specifically to enable them to attend board or committee or general meetings.

78. A director shall not require a shareholding qualification but shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting of the company or at any separate meeting of the holders of any class of shares in the company.

79. The directors may grant special remuneration to any director who, being called upon, shall be willing to render any special or extra services to the company, or to go or reside abroad in connection with the conduct of any of the affairs of the company. Such special remuneration may be made payable to such director in addition to or in substitution for his fees (if any) as a director, and may be payable by way of a lump sum, participation in profits, salary or otherwise as the directors shall determine.

80. A director of the company may be or become a director or other officer or member of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or other officer of, or from his interest in, such other company unless the company or its ultimate holding company otherwise direct.

BORROWING POWERS

81. 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 debentures, debenture stock and other securities whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

POWERS AND DUTIES OF DIRECTORS

82. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Statutes or by these regulations, required to be exercised by the company in general meeting, subject nevertheless, to any of these regulations, to the provisions of the Statutes and to such directions whether or not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company by special resolution but no such direction and no alteration of the articles shall invalidate any prior act of the directors which would have been valid if that direction or alteration had not been made.

83. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, 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 these regulations) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

84. The company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

85. The company may exercise the powers conferred upon the company by the Statutes with regard to keeping of a dominion register, and the directors may (subject to the provisions of the Statutes) make and vary such regulations as they think fit respecting the keeping of any such register.

86. (1) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Statutes.

(2) A director shall not vote in respect of any contract or arrangement in which he has a material interest, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:—

- (a) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or
- (b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

- (c) any contract by a director to subscribe for or underwrite shares or debentures of the company; or
- (d) any contract or arrangement with any other company in which he is interested only as an officer of the company or as holder of less than 10% of the nominal amount for the time being in issue of any class of shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the company in general meeting.

(3) A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

(4) A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any director may act by himself or his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company.

(6) A director shall not be deemed interested in a contract with the company's holding company or a subsidiary of such holding company by reason only of the fact that he is a member of or director of that company or subsidiary.

87. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

88. The directors shall cause minutes to be made in books provided for the purpose:—

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

All business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting of the company or of the directors or committee, shall be conclusive evidence without any further proof of the facts therein stated.

89. Without restricting the generality of their powers the directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the company or of any company which is a subsidiary company of or allied or associated with the company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons; may pay premiums for the purchase or provision of any such gratuity, pension or allowance, and may set up, establish, support, maintain and contribute to pension, superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them, and so that any director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and shall be counted in any quorum of directors and may vote as a director in respect of the exercise of any of the powers by this regulation conferred upon the directors, notwithstanding that he is or may be or become interested therein.

DISQUALIFICATION OF DIRECTORS

90. The office of director shall be vacated if the director:—
- (a) ceases to be a director by virtue of the Statutes; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director by reason of any order made under the Statutes; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the company and, in the case of a managing director, assistant managing director or executive director holding office as such for a fixed period, the directors agree to accept such resignation; or
 - (f) shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period.

The decision of the directors as to whether or not a person holds office for a fixed period shall be final and binding.

APPOINTMENT AND REMOVAL OF DIRECTORS

91. No person other than a director retiring pursuant to the next following regulation shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

92. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

93. The company may by extraordinary resolution remove any director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

94. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation or under any provision of the Statutes enabling the removal of a director, and without prejudice to the powers of the directors so to do the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

95. Without prejudice to other powers of appointment herein contained, a member or members holding a majority in nominal value of the issued ordinary shares for the time being in the company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing 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 by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the company.

PROCEEDINGS OF DIRECTORS

96. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom. A director who is also an alternate director shall be entitled to a separate vote on behalf of the director he is representing in addition to his one vote.

97. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two. For the purposes of this regulation, an alternate director who is not himself a director shall be counted in the quorum.

98. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

99. The directors may elect a chairman of their meetings and determine the period for which he is to hold office. The chairman shall receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the directors may determine. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting. The appointment of chairman shall be automatically determined if he ceases from any cause to be a director.

100. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

101. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

102. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

103. All acts done bona fide by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

104. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the directors.

ALTERNATE DIRECTORS

105. Any director may by writing appoint any person who is approved by a majority of the other directors for the time being in the United Kingdom to be an alternate director in his place during his absence either generally or on any particular occasion, and such appointment shall have effect, and such appointee whilst he holds office as an alternate director shall be entitled to notice of meetings of the directors as if he were a director, and to attend and vote thereat accordingly; but he shall not be entitled to receive any remuneration from the company, and he shall ipso facto vacate office if and when the appointor vacates office as a director, or removes the appointee from office, and any appointment and removal under this article shall be effected in writing to the company under the hand of the director making the same or his attorney.

106. An alternate director shall be an officer of the company and shall alone be responsible to the company for his own acts and defaults, and he shall not be deemed to be the agent of or for the director appointing him. The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him, and shall consist of such part (if any) of the last-mentioned director's remuneration as shall be agreed between the alternate director and the director appointing him.

EXECUTIVE DIRECTORS

107. The directors may from time to time appoint one or more of their number to be the holder of any executive office, and in each case the directors may make such appointment for such period and on such terms (as to remuneration and otherwise) as they may think fit and (without prejudice to any claim for damages he may have for breach of any service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. The directors may also continue any person appointed to be a director in any other office or employment held by him before he was so appointed.

The directors may entrust to and confer upon an executive director any of the powers exercisable by the directors upon such terms and conditions and with such restrictions as they think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

108. An executive director shall (without prejudice to any claim for damages he may have for breach of any service contract) be subject to the same provisions as to removal and as to vacation of office as the other directors of the company.

If an executive director shall cease to hold the office of director from any cause he shall, ipso facto, and immediately, cease to hold the office or employment under the company then held by him without prejudice as aforesaid.

SECRETARY

109. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

110. A provision of the Statutes or these regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in the place of, the secretary.

THE SEAL

111. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

AUTHENTICATION

112. 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 or extracts.

DIVIDENDS AND RESERVES

113. Subject as hereinafter provided the company in general meeting may declare dividends in accordance with the respective rights and priorities of the members, but no dividend shall exceed the amount recommended by the directors.

114. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company or pay any preferential dividends which are payable on fixed dates.

115. No dividend shall be paid otherwise than in accordance with the provisions of the Statutes which apply to the company.

116. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

117. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

118. The directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

119. Any general meeting declaring a dividend or bonus may, upon the recommendation of the directors, direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors and generally may make such arrangements for the allotment, acceptance and sale of such assets or fractional certificates, or any part thereof, as they think fit.

120. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

121. All unclaimed dividends may be invested or otherwise made use of for the benefit of the company until claimed. No dividend shall bear interest against the company.

122. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

123. The directors shall cause proper accounting records to be kept and the provisions of the Statutes in this regard shall be complied with.

124. Subject to the Statutes, the accounting records shall be kept at the registered office of the company, or, at such other place as the directors think fit, and shall always be open to inspection by the officers of the company.

125. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the company or any of them shall be open to the inspection of members not being officers, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

126. The directors shall from time to time, in accordance with the Statutes, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Statutes.

127. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report and directors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company and to every person registered under regulation 32. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF RESERVES

128. The directors may with the authority of an ordinary resolution of the company:—

- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company (whether or not the same are available for distribution and including profits standing to any reserve) not required for the payment of any fixed preferential dividend or any sum standing to the credit of the company's share premium account or capital redemption reserve fund;
- (b) appropriate the profits or sum resolved to be capitalised to the members in proportion to the nominal amount of ordinary shares (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any ordinary shares held by such members respectively, or in paying up in full unissued shares or debentures of the company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members credited as fully paid;
- (c) resolve that any shares or debentures allotted under this regulation to any member in respect of a holding by him of any partly paid ordinary shares shall, so long as such ordinary shares remain partly paid, rank for dividends or payments of interest only to the extent that such partly paid ordinary shares rank for dividend;
- (d) where any difficulty arises in respect of any such distribution settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights and dispose for the benefit of the company of all or any of the shares or debentures becoming distributable in fractions;
- (e) vest any such shares or debentures in trustees upon such trust for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to them; and
- (f) generally do all acts and things required to give effect to such resolution as aforesaid.

NOTICES

129. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter is posted.

130. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the shares.

131. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

132. Notice of every general meeting shall be given in any manner hereinbefore authorised to:—

- (a) every member entitled to receive notice of such meeting except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

133. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Statutes, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanctions, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

134. Subject to the provisions of the Statutes, every director other officer or auditor for the time being of the company shall be indemnified out of the assets of the company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
AND RE-REGISTRATION OF A PUBLIC COMPANY
AS A PRIVATE COMPANY

No. 811615

126

I hereby certify that

WHITWORTH'S FOOD GROUP PLC

formerly registered as a public company having changed its name and having this day been re-registered under the Companies Act 1985 as a private company is now incorporated under the name of

WHITWORTH'S PRODUCE LIMITED

and that the company is limited.

Given under my hand at Cardiff the 12TH MARCH 1987

THIS REPLACES THE ORIGINAL
CERTIFICATE AT 126 "A"

A handwritten signature in dark ink, appearing to read 'T.G. Thomas', written over a horizontal line.

T.G. THOMAS

An Authorised Officer

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
AND RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY

No. 811615

126

I hereby certify that

WHITWORTHS FOOD GROUP PLC

formerly registered as a private company having changed its name and having this day been re-registered under the Companies Act 1985 as a public limited company is now incorporated under the name of

WHITWORTH'S PRODUCE LIMITED

and that the company is limited.

Given under my hand at Cardiff the 12TH MARCH 1987

THIS CERTIFICATE HAS BEEN
SUPERSEDED BY 126 "B"

A handwritten signature in dark ink, appearing to read 'T.G. Thomas', written over a horizontal line.

T.G. THOMAS

An Authorised Officer

THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION


- of -

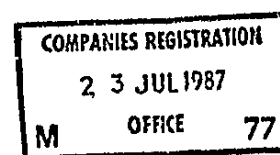
WHITWORTH'S PRODUCE LTD

At a General Meeting of the Company held at Harvest House, Bridge Street, Chatteris, Cambridgeshire PE16 6RS on 15 May 1987 the following Resolution was passed as a Special Resolution

RESOLUTION

THAT the Regulations contained in the printed document marked "A" submitted to this Meeting and for the purpose of identification signed by the Chairman 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 the existing Articles of Association of the Company.


.....
Chairman



A. Haiman
HAIMAN

ARTICLES OF ASSOCIATION

OF

WHITWORTH'S PRODUCE LTD

adopted by special resolution passed on

15 MAY 1987

PRELIMINARY

1 The regulations in Table A in the Companies (Tables A to F) Regulations 1985 shall not apply to the company but the following shall be the only regulations of the company.

2. In these regulations:-

"the Statutes" means the Companies Act 1985 and every statute for the time being in force concerning companies and affecting the company

"the seal" means the common seal of the company

"secretary" means any person appointed to perform the duties of the secretary of the company.

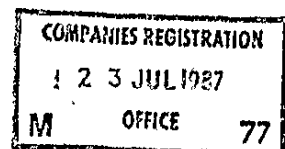
Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Companies Act 1985

SHARE CAPITAL AND VARIATION OF RIGHTS

3. Subject to the provisions of the Statutes and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.

4. Subject to the provisions of the Statutes, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.



5. Subject to the provisions of the Statutes, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings of the company or to the proceedings thereat shall apply mutatis mutandis, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum).

6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

7. In addition to all other powers of paying commissions the company may exercise the powers of paying commissions conferred by the Statutes, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Statutes and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of such price (as the case may be). Subject to the provision of the Statutes, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.

8. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class or several certificates each for one or more of his shares. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

10. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors think fit.

11. Subject to the provisions of the Statutes and of these regulations all shares for the time being created and unissued shall be at the disposal of the directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper. The provisions of sub-sections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to the company.

LIEN ON SHARES

12. The company shall have a first and paramount lien and charge on every share (not being a fully paid share) registered in the name of any member, whether solely or jointly with others, for all moneys due to the company from him or his estate, whether solely or jointly with any other person, whether a member or not, and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends payable thereon. But the directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this article.

13. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

14. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. After his name has been registered as the holder of the shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the company exclusively.

15. The net proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the share before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

16. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.

17. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate as may be fixed by the terms of allotment of the share, or if no rate is fixed, at the appropriate rate, but the directors shall be at liberty to waive payment of such interest wholly or in part.

20. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

22. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) the appropriate rate as may be agreed upon between the directors and the member paying such sum in advance. No sum paid in advance of calls shall entitle the holder of a share in respect thereof to any portion of a dividend subsequently declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

TRANSFER OF SHARES

23. The instrument of transfer of any share shall be executed by or on behalf of the transferor and, in the case of a partly paid share, the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

24. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

25. 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.

26. The directors may also decline to recognise any instrument of transfer unless:—

(a) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and

(b) the instrument of transfer is in respect of only one class of share.

27. If the directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

28. Subject to the provisions of the Statutes, the registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registrations shall not be suspended for more than thirty days in any year.

29. The company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof and all share certificates and share warrants which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the company that every entry in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate or share warrant so destroyed was a valid and effective certificate or warrant duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the company. Provided always that:—

- (a) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (b) Nothing herein contained shall be construed as imposing upon the company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the company in the absence of this regulation;
- (c) References herein to the destruction of any document include references to the disposal thereof in any manner.

TRANSMISSION OF SHARES

30. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only person recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share which had been solely or jointly held by him.

31. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

32. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

33. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company; provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

34. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

35. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

36. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

37. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

38. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.

39. A statutory declaration in writing that the declarant is a director or the secretary of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

40. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

41. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

42. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

43. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profit of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

44. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

45. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

46. The company may by ordinary resolution:—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of the Statutes; and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions, as compared with the others as the company has power to attach to unissued or new shares;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

47. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required, by law.

48. Upon any consolidation of fully paid shares into shares of larger amount the directors may settle any difficulty which may arise with regard thereto and in particular may, as between the holders of shares so consolidated, determine which shares are consolidated into each consolidated share, and in the case of any shares registered in the name of one member being consolidated with shares registered in the name of another member, the directors may make such arrangements for the allotment, acceptance and/or sale of fractional shares or for the sale of the consolidated share and may sell the consolidated share or the fractions either upon the market or otherwise to such person at such time and at such price as they may think fit and shall distribute the net proceeds of sale among such members rateably in accordance with their rights and interests in the consolidated share or the fractions, and for the purposes of giving effect to any such sale the directors may appoint some person to transfer the shares or fractions sold to the purchaser thereof and such appointment and any transfer executed in pursuance thereof shall be effective.

GENERAL MEETINGS

49. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

50. All general meetings other than annual general meetings shall be called extraordinary general meetings.

51. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Statutes. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

52. Subject to the provisions of the Statutes, an annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company.

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed:—

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

54. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors and any other documents required to accompany or to be annexed to the balance sheet, the election of directors in the place of those retiring and the appointment or re-appointment of, and the fixing of the remuneration of, the auditors, or the manner in which it is to be determined and the fixing of remuneration of directors.

55. 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 persons being members present in person or by proxy and entitled to attend and vote at the meeting shall be a quorum.

56. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

57. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be the chairman of the meeting.

58. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy shall choose one of their number to be chairman of the meeting.

59. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

60. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:—

(a) by the chairman; or

(b) by any member present in person or by proxy.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn, and no notice need be given of a poll not taken immediately.

61. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

62. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

63. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

64. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

65. Subject to the provisions of the Statutes, 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 effectual as if the same had been passed at a general meeting of the company duly convened and held. A resolution shall be deemed to be "a resolution in writing signed by all the members" for the purposes of this regulation notwithstanding that all the signatures of such members are not affixed to the same copy of such resolution.

VOTES OF MEMBERS

66. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or being a corporation present by a representative or proxy shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

67. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

68. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

69. No member shall, unless the directors otherwise determine, be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

70. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

71. On a poll votes may be given either personally or by proxy.

72. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

73. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

74. An instrument of proxy may be in the usual common form or in such other form as the directors shall prescribe. The proxy shall be deemed to include the right to demand, or join in demanding, a poll, and shall (except and to the extent to which the proxy is specially directed to vote for or against any proposal) include power generally to act at the meeting for the member giving the proxy. A proxy, whether in the usual or common form or not, shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, and need not be witnessed.

75. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

76. Unless and until otherwise determined by the company in general meeting, the directors shall be not less than two and there shall be no maximum number. The first directors shall be the persons named as such in the statement delivered to the registrar with the memorandum.

77. The directors shall be paid out of the funds of the company by way of fees for their services such sums (if any) as the company in general meeting may from time to time determine. The directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them respectively in and about the performance of their duties as directors, including expenses of travelling incurred specifically to enable them to attend board or committee or general meetings.

78. A director shall not require a shareholding qualification but shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting of the company or at any separate meeting of the holders of any class of shares in the company.

79. The directors may grant special remuneration to any director who, being called upon, shall be willing to render any special or extra services to the company, or to go or reside abroad in connection with the conduct of any of the affairs of the company. Such special remuneration may be made payable to such director in addition to or in substitution for his fees (if any) as a director, and may be payable by way of a lump sum, participation in profits, salary or otherwise as the directors shall determine.

80. A director of the company may be or become a director or other officer or member of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or other officer of, or from his interest in, such other company unless the company or its ultimate holding company otherwise direct.

BORROWING POWERS

81. 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 debentures, debenture stock and other securities whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

POWERS AND DUTIES OF DIRECTORS

82. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Statutes or by these regulations, required to be exercised by the company in general meeting, subject nevertheless, to any of these regulations, to the provisions of the Statutes and to such directions whether or not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company by special resolution but no such direction and no alteration of the articles shall invalidate any prior act of the directors which would have been valid if that direction or alteration had not been made.

83. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, 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 these regulations) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

84. The company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

85. The company may exercise the powers conferred upon the company by the Statutes with regard to keeping of a dominion register, and the directors may (subject to the provisions of the Statutes) make and vary such regulations as they think fit respecting the keeping of any such register.

86. (1) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Statutes.

(2) A director shall not vote in respect of any contract or arrangement in which he has a material interest, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:—

- (a) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or
- (b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

- (c) any contract by a director to subscribe for or underwrite shares or debentures of the company; or
- (d) any contract or arrangement with any other company in which he is interested only as an officer of the company or as holder of less than 10% of the nominal amount for the time being in issue of any class of shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the company in general meeting.

(3) A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

(4) A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any director may act by himself or his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company.

(6) A director shall not be deemed interested in a contract with the company's holding company or a subsidiary of such holding company by reason only of the fact that he is a member of or director of that company or subsidiary.

87. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

88. The directors shall cause minutes to be made in books provided for the purpose:—

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

All business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting of the company or of the directors or committee, shall be conclusive evidence without any further proof of the facts therein stated.

89. Without restricting the generality of their powers the directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the company or of any company which is a subsidiary company of or allied or associated with the company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons; may pay premiums for the purchase or provision of any such gratuity, pension or allowance, and may set up, establish, support, maintain and contribute to pension, superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them, and so that any director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and shall be counted in any quorum of directors and may vote as a director in respect of the exercise of any of the powers by this regulation conferred upon the directors, notwithstanding that he is or may be or become interested therein.

DISQUALIFICATION OF DIRECTORS

90. The office of director shall be vacated if the director:—
- (a) ceases to be a director by virtue of the Statutes; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director by reason of any order made under the Statutes; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the company and, in the case of a managing director, assistant managing director or executive director holding office as such for a fixed period, the directors agree to accept such resignation; or
 - (f) shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period.

The decision of the directors as to whether or not a person holds office for a fixed period shall be final and binding.

APPOINTMENT AND REMOVAL OF DIRECTORS

91. No person other than a director retiring pursuant to the next following regulation shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

92. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

93. The company may by extraordinary resolution remove any director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

94. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation or under any provision of the Statutes enabling the removal of a director, and without prejudice to the powers of the directors so to do the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

95. Without prejudice to other powers of appointment herein contained, a member or members holding a majority in nominal value of the issued ordinary shares for the time being in the company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing 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 by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the company.

PROCEEDINGS OF DIRECTORS

96. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom. A director who is also an alternate director shall be entitled to a separate vote on behalf of the director he is representing in addition to his one vote.

97. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two. For the purposes of this regulation, an alternate director who is not himself a director shall be counted in the quorum.

98. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

99. The directors may elect a chairman of their meetings and determine the period for which he is to hold office. The chairman shall receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the directors may determine. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting. The appointment of chairman shall be automatically determined if he ceases from any cause to be a director.

100. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

101. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

102. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

103. All acts done bona fide by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

104. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the directors.

ALTERNATE DIRECTORS

105. Any director may by writing appoint any person who is approved by a majority of the other directors for the time being in the United Kingdom to be an alternate director in his place during his absence either generally or on any particular occasion, and such appointment shall have effect, and such appointee whilst he holds office as an alternate director shall be entitled to notice of meetings of the directors as if he were a director, and to attend and vote thereat accordingly; but he shall not be entitled to receive any remuneration from the company, and he shall ipso facto vacate office if and when the appointor vacates office as a director, or removes the appointee from office, and any appointment and removal under this article shall be effected in writing to the company under the hand of the director making the same or his attorney.

106. An alternate director shall be an officer of the company and shall alone be responsible to the company for his own acts and defaults, and he shall not be deemed to be the agent of or for the director appointing him. The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him, and shall consist of such part (if any) of the last-mentioned director's remuneration as shall be agreed between the alternate director and the director appointing him.

EXECUTIVE DIRECTORS

107. The directors may from time to time appoint one or more of their number to be the holder of any executive office, and in each case the directors may make such appointment for such period and on such terms (as to remuneration and otherwise) as they may think fit and (without prejudice to any claim for damages he may have for breach of any service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. The directors may also continue any person appointed to be a director in any other office or employment held by him before he was so appointed.

The directors may entrust to and confer upon an executive director any of the powers exercisable by the directors upon such terms and conditions and with such restrictions as they think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

108. An executive director shall (without prejudice to any claim for damages he may have for breach of any service contract) be subject to the same provisions as to removal and as to vacation of office as the other directors of the company.

If an executive director shall cease to hold the office of director from any cause he shall, ipso facto, and immediately, cease to hold the office or employment under the company then held by him without prejudice as aforesaid.

SECRETARY

109. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

110. A provision of the Statutes or these regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in the place of, the secretary.

THE SEAL

111. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

AUTHENTICATION

112. 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 or extracts.

DIVIDENDS AND RESERVES

113. Subject as hereinafter provided the company in general meeting may declare dividends in accordance with the respective rights and priorities of the members, but no dividend shall exceed the amount recommended by the directors.

114. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company or pay any preferential dividends which are payable on fixed dates.

115. No dividend shall be paid otherwise than in accordance with the provisions of the Statutes which apply to the company.

116. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

117. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

118. The directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

119. Any general meeting declaring a dividend or bonus may, upon the recommendation of the directors, direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors and generally may make such arrangements for the allotment, acceptance and sale of such assets or fractional certificates, or any part thereof, as they think fit.

120. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

121. All unclaimed dividends may be invested or otherwise made use of for the benefit of the company until claimed. No dividend shall bear interest against the company.

122. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

123. The directors shall cause proper accounting records to be kept and the provisions of the Statutes in this regard shall be complied with.

124. Subject to the Statutes, the accounting records shall be kept at the registered office of the company, or, at such other place as the directors think fit, and shall always be open to inspection by the officers of the company.

125. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the company or any of them shall be open to the inspection of members not being officers, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

126. The directors shall from time to time, in accordance with the Statutes, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Statutes.

127. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report and directors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company and to every person registered under regulation 32. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF RESERVES

128. The directors may with the authority of an ordinary resolution of the company:—

- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company (whether or not the same are available for distribution and including profits standing to any reserve) not required for the payment of any fixed preferential dividend or any sum standing to the credit of the company's share premium account or capital redemption reserve fund;
- (b) appropriate the profits or sum resolved to be capitalised to the members in proportion to the nominal amount of ordinary shares (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any ordinary shares held by such members respectively, or in paying up in full unissued shares or debentures of the company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members credited as fully paid;
- (c) resolve that any shares or debentures allotted under this regulation to any member in respect of a holding by him of any partly paid ordinary shares shall, so long as such ordinary shares remain partly paid, rank for dividends or payments of interest only to the extent that such partly paid ordinary shares rank for dividend;
- (d) where any difficulty arises in respect of any such distribution settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights and dispose for the benefit of the company of all or any of the shares or debentures becoming distributable in fractions;
- (e) vest any such shares or debentures in trustees upon such trust for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to them; and
- (f) generally do all acts and things required to give effect to such resolution as aforesaid.

NOTICES

129. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter is posted.

130. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the shares.

131. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

132. Notice of every general meeting shall be given in any manner hereinbefore authorised to:—

- (a) every member entitled to receive notice of such meeting except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

133. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Statutes, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanctions, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

134. Subject to the provisions of the Statutes, every director other officer or auditor for the time being of the company shall be indemnified out of the assets of the company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

No. 811615

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

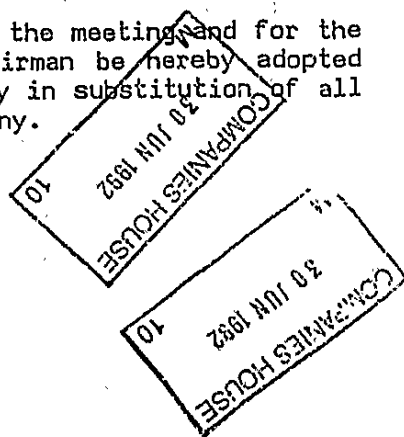
WHITWORTH'S PRODUCE LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Post & Mail House, 26 Colmore Circus, Birmingham B4 6BH on *25th* June 1992 the following Resolutions were duly passed as a Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the memorandum of association of the Company be hereby altered with respect to the statement of the Company's objects by the deletion of the whole of Clause 4 and substituting for it the objects clause in the form produced to the meeting and signed by the Chairman for identification purposes.
2. That the Articles of Association produced to the meeting and for the purpose of identification signed by the Chairman be hereby adopted as new Articles of Association of the Company in substitution of all existing Articles of Association of the Company.


.....
Chairman



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WHITWORTH'S PRODUCE LIMITED
(As amended by Special Resolution passed on 23rd June 1992)

1. The Company's name is "Whitworth's Produce Limited" *.
2. The Company is to be a private company.
3. The Company's registered office will be situate in England and Wales.
4. The Company's objects are:-
 - (a) (i) to carry on business as packers, processors and distributors of fresh fruits and vegetables and other foods of every description;
 - (ii) to carry on business as wholesale and retail grocers, merchants, storekeepers, bakers and confectioners, and to deal in corn flour, pickles, jams, fish, meat, preserves and foodstuffs in general and also ironmongery and hardware and wine and spirit merchants and licenced vituallers.
 - (b) to carry on any other business or activity similar to any business or activity above authorised or activity which seems to be capable of being or can in the opinion of the directors conveniently or advantageously be carried on or done with or in connection or combined with or as ancillary or complementary to any business or activity of the Company

* On 22nd November 1984 and pursuant to a Special Resolution dated 14th November 1984 the Company re-registered as a public Company and changed its name from Whitworth's Produce Limited to Whitworth's Food Group PLC. On 12th March 1987 and pursuant to a Special Resolution of the Company dated 5th February 1987 the Company re-registered as a private company and the name of the Company was changed to its present name.

or which may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's businesses, property or rights and to continue to carry on any activity which at the time when it commenced was authorised by this or the last preceding sub-clause;

- (c) to purchase, take on lease or in exchange, hire, apply for, register, take options over or otherwise acquire for the purpose of or in connection with any activity of the Company or by way of investment and to hold, protect, prolong, alter, repair and renew immovable and movable property, assets, rights and privileges of all kinds including without limitation any estate, interest or right in land, buildings, goods and chattels, licences, goodwill, contracts, concessions, patents, trade marks, designs, copyright, intellectual property, secrets, know-how, rights, securities and investments of any nature;
- (d) to sell, lease, let on hire, exchange, improve, extend, preserve, manage, develop, work, mortgage, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any of the property, assets, rights, privileges, businesses and undertakings of the Company for such consideration as the Company may think fit and to construct, alter, demolish, remove or execute any buildings, constructions or works on any land;
- (e) to enter into any transaction and exercise any power connected with the carrying on, control, financing or management of the Company's businesses activities and assets and the sale, provision or exploitation of its products, goods, services or experience and to raise or borrow money (whether or not immediately required), obtain credit or sources of finance of any kind, receive money on deposit, mortgage or charge all or part of its undertaking, uncalled capital (present or future), rights, property and assets, issue debentures or debenture or loan stock, obtain guarantees, make pledges, grant liens or enter into any other form of security;
- (f) to lend money or give credit with or without security to and (whether for consideration or otherwise) to undertake or guarantee the obligations of any person, firm or company, including (without prejudice to the generality of the foregoing) any supplier or customer of the Company, any company which is the Company's holding company or a subsidiary of the Company's holding company or any subsidiary of the Company, or any company, firm or business in which the Company may be in any way interested and to enter into any form of security for any such guarantee or obligation;
- (g) to make, draw, accept, endorse, issue, discount, negotiate and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, orders for payment, commercial paper and other negotiable or mercantile instruments and to procure and pay the costs, charges and expenses of the doing of any such things by any other person;

- (h) to invest and deal with the monies of the Company not immediately required in or upon such investments or securities and in such manner as may from time to time be determined and to hold, transpose and deal with any investments or securities in any manner;
- (i) to acquire any other company, firm or business or the goodwill or assets of any business whether for cash or by the issue or transfer of shares, debentures, debenture stock or other securities whether of the Company or otherwise or in consideration of the Company undertaking any liabilities or in any other way or in any combination of ways and to take interests by way of shareholding or otherwise in any other company, enterprise or concern whether by way of trade or investment;
- (j) to carry out the functions of a group holding company (whether or not the Company is at the same time carrying on any other business), to control, finance and manage, and to provide managerial, secretarial, accounting, legal, insurance, administrative, technical, financial, commercial or any other services or facilities for or otherwise to assist any company or companies in which the Company may be interested and to make or enter into any arrangements which may seem desirable in respect of any such company or companies and to enter into any transaction or arrangement calculated to benefit any such company or companies which would have been authorised if calculated to benefit the Company;
- (k) to amalgamate with or to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which may seem capable of being conducted so as directly or indirectly to benefit the Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, firm or person and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital on any shares, stock or securities of and to subsidise or otherwise assist any such company, firm or person;
- (l) to promote any other company which may seem directly or indirectly capable of benefiting the Company or for the purpose of acquiring the whole or any part of the business, property, assets or liabilities of the Company and to place, underwrite, subscribe or enter into any other transaction in relation to shares or securities of any such company;
- (m) to engage such directors, staff, employees, consultants, advisers and agents as may be required for the control or carrying on of the Company's business and to fix and regulate the terms of employment of and relations with such persons and to remunerate them whether by salary, fees, bonuses, pensions, insurance, benefits, the allotment of shares or other securities of the Company or otherwise as

may be deemed expedient and to provide or establish, manage, act as trustee of and fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees and former directors and employees of the Company or any company which is the Company's holding company or a subsidiary of the Company's holding company or a subsidiary of the Company or any company, firm or business in which the Company may be in any way interested and their spouses and dependants including in particular any pension funds or schemes, employees' share schemes, profit sharing schemes, employees' trusts, sports, educational or leisure facilities and training or retraining schemes;

- (n) to research into, develop or improve any invention, process or field of knowledge capable directly or indirectly of benefiting the Company and to fund any such research, development or improvement by any other person or persons or education and training in any such field of knowledge or education or training in skills or disciplines which may be useful to the Company or any company, firm or business in which the Company is interested;
- (o) to advertise and promote in any manner the public image of the Company or any of its businesses or activities, the sale, production or use of any goods, products or services supplied or dealt in by the Company or by any company, firm or business in which the company is interested, any securities of the Company or any other matter in which the Company may be interested;
- (p) to apply for, promote, oppose or object to any legislation, regulation, order, charter, decree, licence, registration, right, privilege or concession of or from any authority (international, supranational, governmental, local, judicial or otherwise) or of or from any public or private body or person as may seem calculated directly or indirectly to benefit the interests of the Company;
- (q) to support and contribute to in any manner any charity or charitable object or overseas body, organisation or purpose having the characteristics of a charity or any benevolent, public or social object or any trade association or association of employers or employees or (so far as shall be calculated directly or indirectly to benefit the interests of the Company) any political party or cause;
- (r) to insure for its own benefit or for the benefit of any other person against loss, damage, risks and liabilities of all kinds and (without prejudice to the generality of the foregoing) to purchase and maintain for officers of the Company or of any other company insurance against any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty;
- (s) to pay all the costs, charges and expenses of and incidental to the promotion, incorporation and formation of the Company and the underwriting, placing, selling, listing or guaranteeing of any shares or securities of the Company or

the raising of money for the Company or any other company in which the Company is or proposes to be interested;

- (t) to distribute any property of the Company among the members in cash, in specie or in any other manner;
- (u) to enter into contracts, transactions, arrangements and obligations of all kinds and to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (v) to do all such other things as may be incidental or conducive to the attainment of the above objects or any of them and to enter into any transaction decided on by the directors for the time being of the Company;
- (w) to act as and to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction or in partnership with others and either by or through agents, partners, sub-contractors, trustees or otherwise.

The objects set out in this clause shall not be restrictively construed but the widest interpretation shall be given to them and they shall not, except where expressly required, be in any way limited or restricted by reference to or inference from any other such object or objects or from the order in which they appear or from the name of the Company but shall be separate and independent objects and the Company shall have power to carry on each such object as if it were the principal object of the Company.

5. The liability of the members is limited.

6. The Company's share capital is £100 divided into 100 shares of £1 each.**

** By Special Resolution dated 18th July 1967 the Share Capital of the Company was increased to £3,000 divided into 3,000 Ordinary Shares of £1 each by the issue of 2,900 Ordinary Shares of £1 each.

By Special Resolution dated 26th June 1970 the Share Capital of the Company was increased to £71,000 divided into 71,000 Ordinary Shares of £1 each by the issue of 68,000 Ordinary Shares of £1 each.

By Ordinary Resolution dated 25th June 1973 the Share Capital of the Company was increased to £81,000 divided into 81,000 Ordinary Shares of £1 each by the issue of 10,000 Ordinary Shares of £1 each.

By Special Resolution dated 22nd August 1974 the Share Capital of the Company was increased to £100,000 divided into 100,000 Ordinary Shares of £1 each by the issue of 19,000 Ordinary Shares of £1 each.

By Ordinary Resolution dated 30th September 1982 the Share Capital of the Company was increased to £106,750 divided into 106,750

Ordinary Shares of £1 each by the issue of 6,750 Ordinary Shares of £1 each.

By Ordinary Resolution dated 30th September 1982 the Share Capital of the Company was increased to £250,000 divided into 1,000,000 Ordinary Shares of 25p each by the division of the existing 106,750 Ordinary Shares of £1 each into 427,000 Ordinary Shares of 25p each and by the issue of a further 573,000 Ordinary Shares of 25p each.

By Ordinary Resolutions dated 14th January 1985 the Share Capital of the Company was increased to £750,000 divided into 15,000,000 Ordinary Shares of 5p each by the division of the existing 1,000,000 Ordinary Shares of 25p each into 5,000,000 Ordinary Shares of 5p each and by the issue of a further 10,000,000 Ordinary Shares of 5p each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
Kevin S Pennett Barrington House 59-67 Gresham Street London EC2	1
Marion Simmons Barrington House 59-67 Gresham Street London EC2	1
Total shares taken	<u>2</u>

Dated the 29th day of June 1964

Witness to the above signatures:- Ruth Rudd
Barrington House
59-67 Gresham Street
London
EC2

No. 811615

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

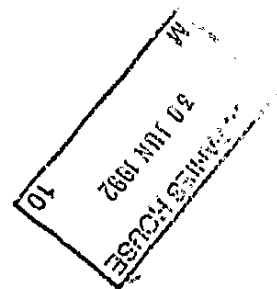
WHITWORTH'S PRODUCE LIMITED

(adopted by Special Resolution passed on 21st June 1992)

Incorporated on 6th July 1964

Pinsent & Co
Post & Mail House
26 Colmore Circus
Birmingham
B4 6BH

Ref: AJA



No. 811615

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

WHITWORTH'S PRODUCE LIMITED

(adopted by Special Resolution passed on 25th June 1992)

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

SHARE CERTIFICATES

4. Regulation 6 of Table A shall apply subject to the addition of the words "or otherwise executed by or on behalf of the Company" after the words "sealed with the seal" in the second sentence thereof.

TRANSFER OF SHARES

5. Subject as provided in the next following Article, 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. Regulation 24 of Table A shall not apply.
6. (a) For the purpose of this Article the expression "the Holding Company" means the body corporate (if any), being a member of the Company, which is within the meaning of section 736 of the Act a holding company of the Company, and a copy of any resolution of the board of directors (or equivalent body) of the Holding Company certified by any director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of the directors to the chairman or to the secretary or to any director shall be sufficient evidence of the passing thereof.

(b) The Holding Company may by resolution of its board of directors (or equivalent body) declare that any share of the Company is held by the registered holder thereof as the nominee of the Holding Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder and the directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder or by his personal representatives or trustee in bankruptcy and notwithstanding that it may not be accompanied by the certificate for that share.

TRANSMISSION OF SHARES

7. The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETING

8. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director", the addition of the words "in the case of special business" before the words "the general nature" in the penultimate paragraph thereof and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an

extraordinary general meeting, and all business that is transacted at an annual general meeting shall also be deemed special with the exception of:-

- (a) the consideration of the reports of the directors and auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
- (b) sanctioning and declaring dividends;
- (c) the election of directors to fill vacancies caused by directors retiring by rotation or otherwise;
- (d) the appointment of auditors where special notice of such appointment is not required by the Act and the fixing of their remuneration;
- (e) the giving, variation or renewal of any authority to the directors for the purpose of section 80 of the Act.

10. Regulation 41 of Table A shall apply subject to the addition of the following sentence:

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

11. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said regulation. In the case of joint holders of a share, the joint holder whose name stands first in the register of members in respect of the joint holding may sign on behalf of all the joint holders of that share any resolution in writing which is proposed to take effect as if it were a resolution of the members or of any class of the members (whether under Regulation 53 of Table A, section 381A of the Act or otherwise) and may receive on behalf of all the joint holders of that share any document which is required by Schedule 15A to the Act to be supplied to the joint holders in connection with that resolution.

VOTES OF MEMBERS

12. Regulation 56 of Table A shall apply subject to the addition, after the word "exercised" in the second sentence of the said Regulation, of the following words:

"or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting".

13. Regulation 62 of Table A shall apply subject to the following additions:

- (a) the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the

place appointed for the holding of such meeting or adjourned meeting"; and

- (b) the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll to any director or to the secretary at the place appointed for the taking of the poll".

NUMBER OF DIRECTORS

14. Unless otherwise determined by ordinary resolution the minimum number of directors shall be one and a sole director shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles and such a sole director shall constitute a quorum. Regulations 64 and 89 of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

15. At the end of Regulation 66 of Table A there shall be added the following:

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting".

POWERS OF DIRECTORS

16. The directors may, by power of attorney or otherwise, appoint any person to be the agent 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 Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

17. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

18. The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the office or delivered at a meeting of the directors or at a general meeting of

the Company to the chairman (unless such notice relates to the chairman) or to the secretary or to any director to whom the notice does not relate appoint any person to be a director either to fill a vacancy or as an additional director and by like notice remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company.

19. Without prejudice to the powers conferred by the last preceding Article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director. A director so appointed shall not be required to retire at the next annual general meeting and regulation 79 of Table A shall not apply.
20. No director shall be required to retire or vacate his office nor shall any person be ineligible for appointment as a director by reason of his having attained any particular age.
21. The directors shall not be liable to retirement by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
22. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly.

REMUNERATION OF DIRECTORS

23. The ordinary remuneration of the directors shall be such amount as the directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally. Subject as aforesaid, a director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

DIRECTORS' APPOINTMENTS AND INTERESTS

24. The penultimate sentence of regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

25. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" wherever it occurs in the said regulation.
26. Provided that (so far as applicable) he has complied with the provisions of section 317 of the Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly.

27. Any director or other person may participate in a meeting of directors or of a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any persons participating in the meeting in this manner shall be deemed to be present in person at that meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

ASSOCIATE DIRECTORS

28. The directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the board. Subject as aforesaid, the directors may define and limit the powers and duties of any associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company

INDEMNITY

29. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors, alternate directors, auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.



COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares**

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] [] [] [] [] []

811615

Note
Please read the notes
on page 3 before
completing this form

Name of company

* WHITWORTH'S PRODUCE LIMITED

* Insert full name
of company

† Insert name(s) and
address(es) of all
the directors

W/We† Philip Bradley Emerton of Fieldgate Lodge, Fieldgate Lane, Kenilworth,
Warwickshire CV8 1BT, Michael Charles Edward Fisher of "Abbots Close",
Church Lane, Lolworth, Cambridgeshire CB3 8HE and Keith Henry Cockram
of 4 Loxley Green, Wyton, Huntingdon, Cambridgeshire PE17 2JN

§ Delete as
appropriate

‡ Delete whichever
is inappropriate

~~§ The sole director~~ [all the directors] § of the above company do solemnly and sincerely declare that:

The business of the company is:

- (a) ~~that it is a recognised bank (licensed institution) within the meaning of the Banking Act 1979~~
(b) ~~that it is a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~
(c) something other than the above ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in it.

The assistance is for the purpose of ~~that acquisition~~ ‡ reducing or discharging a liability incurred for the purpose of that acquisition ‡ §

The number and class of the shares acquired or to be acquired is: 10,951,100 Ordinary
Shares of 5 pence each

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

PINSENT & CO.,
POST & MAIL HOUSE
26 COLMORE CIRCUS
BIRMINGHAM
B4 6BH
REF : AJA

For official use
General Section

Post room

The assistance is to be given to (note 2) PBE Investments Limited
(Registered No: 2686571) whose registered office is at
Fieldgate Lodge, Fieldgate Lane, Kenilworth, Warwickshire CV8 1BT

Please do not
write in
this margin

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

The assistance will take the form of:

1. The grant by the Company of guarantees in favour of Midland Bank PLC ("Midland") whereby the Company guarantees the obligations and liabilities of PBE Investments Limited, Whitworth's Prepared Produce Limited ("WPPL") and Slade End Farms Limited ("SEF") to Midland ("the Guarantees").
2. The grant by the Company of fixed and floating charges in favour Midland over all its assets to secure, inter alia, the liabilities and obligations of the Company to Midland ("the Charge").
3. The grant by the Company in favour of Midland of legal charges over the freehold properties owned by the Company and the leasehold property known as Units 2, 3 and 4 Holyrood Drive, Scunthorpe ("the Legal Charges").

The person who [has acquired] ~~[will acquire]~~* the shares is:

PBE Investments Limited

*Delete as
appropriate

The principal terms on which the assistance will be given are:

1. As part of the acquisition by PBE Investments Limited of the entire issued share capital of the Company from Booker plc the Company is required to repay all of its indebtedness to Booker plc. It is proposed that part of the funds for the payment of such indebtedness be provided out of the loan facilities made to PBE Investments Limited, the Company, WPPL and SEF by Midland.

It is a condition of the grant of facilities by Midland that the Company enter into the Guarantees, Charge and Legal Charges.

2. The Guarantees are in Midland's standard form and guarantee payment to Midland on demand of all present, future actual and/or contingent liabilities of PBE Investments Limited, WPPL and SEF to Midland.

Please see attached rider

The amount of cash to be transferred to the person assisted is £ N/A

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is 25th June 19 92

WHITWORTH'S PRODUCE LIMITED (811615)

Continuation of Form 155(6)a

3. The Charge is in Midland's standard form and is given as security for the payment on demand to Midland of all liabilities present or future, absolute or contingent for which PBE Investments Limited, the Company, WPPL and SEF are now or may at any time hereafter be indebted or liable to Midland and creates fixed and floating charges over the undertaking and all property assets and rights of the Company present and future as therein more particularly specified including fixed and floating charges over stocks, shares, securities, goodwill and all other book and other debts.
4. The Legal Charges are in Midland's standard form and each create a charge by way of legal mortgage over the Company's property more particularly specified therein.

Please do not
write in
this margin

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

Delete either (a) or
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)

~~(b) [It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]† (note 3)~~

And I/we 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 Portsmouth ZG
Genevieve Gross Bimiflan
West Midlands
the 22 day of June
One thousand nine hundred and ninety -
two
before me [Signature] ROBERTA PARRY

Declarants to sign below

[Signature]
[Signature]
[Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

G

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in
this margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

811615

*Insert full name
of company

Name of company

* WHITWORTH'S PRODUCE LIMITED

Note
Please read the
notes on page 3
before completing
this form†Insert name(s) and
address(es) of all
the directors

We† Philip Bradley Emerton of Fieldgate Lodge, Fieldgate Lane,
Kenilworth, Warwickshire CV8 1BT, Michael Charles Edward Fisher of
"Abbots Close", Church Lane, Lolworth, Cambridgeshire CB3 8HE and
Keith Henry Cockram of 4 Loxley Green, Wyton, Huntingdon, Cambridgeshire
PE17 2JN

§Delete as
appropriate

~~the sole director~~ [all the directors]§ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this company is:

‡Delete whichever
is inappropriate

~~(a) that it is a company recognised as such under the Companies Act 1985~~
~~(b) that it is a company authorised under section 203A of the Companies Act 1985 to carry on~~
~~business in the United Kingdom~~
(c) something other than the above†

This company is [the]§ holding company of* Slade End Farms Limited

which is

proposing to give financial assistance in connection with the acquisition of shares

in [this company]§

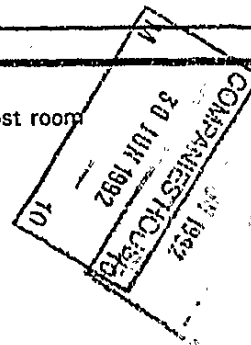
~~the holding company of this company~~§Presentor's name address and
reference (if any):

PINSENT & CO.,
POST & MAIL HOUSE
26 COLMORE CIRCUS
BIRMINGHAM
B4 6BH

REF: AJA

For official use
General Section

Post room



The assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the purpose of that acquisition].* (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 10,951,100 Ordinary
Shares of 5 pence each.

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

The assistance is to be given to: (note 2) PBE Investments Limited
(Registered No: 2686571) whose registered office is at
Fielgate Lodge, Fieldgate Lane, Kenilworth, Warwickshire CV8 1BT

The assistance will take the form of:

1. The grant by Slade End Farms Limited ("SEF") of guarantees in favour of Midland Bank PLC ("Midland") whereby SEF guarantees the obligations and liabilities of PBE Investments Limited, the Company and Whitworth's Prepared Produce Limited ("WPPL") to Midland ("the Guarantees").
2. The grant by SEF of fixed and floating charges in favour of Midland over all its assets to secure, inter alia, the liabilities and obligations of SEF to Midland ("the Charge").

The person who [has acquired][~~will acquire~~] the shares is:
PBE Investments Limited

*Delete as
appropriate

The principal terms on which the assistance will be given are:

1. As part of the acquisition by PBE Investments Limited of the entire issued share capital of the Company from Booker plc the Company is required to repay all of its indebtedness to Booker plc. It is proposed that part of the funds for the payment of such indebtedness be provided out of the loan facilities made to PBE Investments Limited, the Company, WPPL and SEF by Midland.

It is a condition of the grant of such facilities by Midland that SEF enter into the Guarantees and Charge.
2. The Guarantees are in Midland's standard form and guarantee payment

Please see attached rider

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

The amount of cash to be transferred to the person assisted is £ N/A

The value of any asset to be transferred to the person assisted is £ N/A

Please do not
write in
this margin

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

†Delete either (a) or
(b) as appropriate

The date on which the assistance is to be given is 25th June 1992

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)

~~(b) [It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]† (note 3)~~

And I/we 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 Post and Mail House 26
Colmore Circus Birmingham
West Midlands
the 25 day of JUNE
one thousand nine hundred and ninety-two
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

[Signature]
[Signature]
[Signature]

Notes

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors' report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

WHITWORTH'S PRODUCE LIMITED (811615)

Continuation of Form 155(6)b

to Midland on demand of all present, future actual and/or contingent liabilities of PBE Investments Limited, the Company and WPPL to Midland.

3. The Charge is in Midland's standard form and is given as security for the payment on demand to Midland of all liabilities present or future, absolute or contingent for which PBE Investments Limited, the Company, WPPL and SEF are now or may at any time hereafter be indebted or liable to Midland and creates fixed and floating charges over the undertaking and all property assets and rights of the Company present and future as therein more particularly specified including fixed and floating charges over stocks, shares, securities, goodwill and all other book and other debts.

KPMG Peat Marwick

Peat House
2 Cornwall Street
Birmingham B3 2DL

Telephone 021-233 1666
Telefax 021-233 4390
Telex 337774 PMMBHM G

The Directors
Whitworth's Produce Limited

Our ref tmg/9/nmw/tjs.j50

Contact Nigel Woolley
Ext 3093

25 June 1992

Dear Sirs

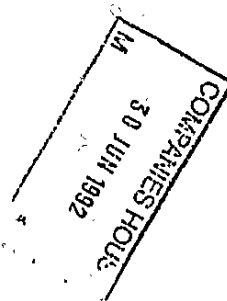
Auditors' report to the directors of Whitworth's Produce Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 25 June 1992 in connection with the proposal that Slade End Farms Limited, of which the company is a holding company, should give financial assistance for the purchase of the whole of the issued share capital of this company. We have enquired into the state of the company's affairs so far as necessary for us to review the bases for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any matters in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

KPMG Peat Marwick



Member firm of
Klynveld Peat Marwick Goerdeler

Authorised by the Institute of Chartered Accountants in England and Wales
to carry on investment business.

The address for the purposes of Section 4, Business Names Act 1985 is 1 Fudge Dock,
Bancroft, London E14V 3PD at which a list of partners' names is available for inspection

G

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in
this margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

811615

Name of company

*Insert full name
of company

* WHITWORTH'S PRODUCE LIMITED

Note
Please read the
notes on page 3
before completing
this form

†Insert name(s) and
address(es) of all
the directors

We t Philip Bradley Emerton of Fieldgate Lodge, Fieldgate Lane,
Kenilworth, Warwickshire CV8 1BT, Michael Charles Edward Fisher of
"Abbots Close", Church Lane, Lolworth, Cambridgeshire CB3 8HE and
Keith Henry Cockram of 4 Loxley Green, Wyton, Huntingdon, Cambridgeshire
PE17 2JN

§Delete as
appropriate

~~the sole director~~ [all the directors] of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this company is:

‡Delete whichever
is inappropriate

~~(a) to carry on any business other than the business of a holding company~~
~~(b) to act as a person entitled to exercise the powers of a holding company~~
~~(c) to do anything which is prohibited by the Companies Act 1985~~
(c) something other than the above

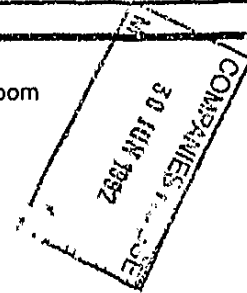
This company is [the] ☒ holding company of Whitworth's Prepared Produce Limited
which is
proposing to give financial assistance in connection with the acquisition of shares
in ~~this company~~ the holding company of this company

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

PINSENT & CO.,
POST & MAIL HOUSE
26 COLMORE CIRCUS
BIRMINGHAM
B4 6BH
REF: AJA

For official use
General Section

Post room



The assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the purpose of that acquisition].* (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 10,951,100 Ordinary
Shares of 5 pence each.

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

The assistance is to be given to: (note 2) PBE Investments Limited
(Registered No: 2686571) whose registered office is at
Fieldgate Lodge, Fieldgate Lane, Kenilworth, Warwickshire CV8 1BT

The assistance will take the form of:

1. The grant by Whitworth's Prepared Produce Limited ("WPPL") of guarantees in favour of Midland Bank PLC ("Midland") whereby WPPL guarantees the obligations and liabilities of PBE Investments Limited, the Company and Slade End Farms Limited ("SEF") to Midland ("the Guarantees").
2. The grant by the Company of fixed and floating charges in favour of Midland over all its assets to secure, inter alia, the liabilities and obligations of the Company to Midland ("the Charge").
3. The grant by WPPL in favour of Midland of legal charges over the leasehold properties known as Unit 6a Pitcliffe Way, Bradford and Units 8/10 Pitcliffe Way, Bradford ("the Legal Charges").

The person who [has acquired][~~will acquire~~]† the shares is:

*Delete as
appropriate

PBE Investments Limited

The principal terms on which the assistance will be given are:

1. As part of the acquisition by PBE Investments Limited of the entire issued share capital of the Company from Booker plc the Company is required to repay all of its indebtedness to Booker plc. It is proposed that part of the funds for the payment of such indebtedness be provided out of the loan facilities made to PBE Investments Limited, the Company, WPPL and SEF by Midland.

It is a condition of the grant of such facilities by Midland that WPPL enter into the Guarantees, Charge and Legal Charges.

Please see attached rider.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ N/A

The value of any asset to be transferred to the person assisted is £ N/A

Please do not
write in
this margin

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

†Delete either (a) or
(b) as appropriate

The date on which the assistance is to be given is 25th June 1992

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)
- (b) [It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]† (note 3)

And I/we 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 POSTA MAIL HOUSE
26 Colmore Circus
Birmingham West Midlands
the 25 day of JUNE
one thousand nine hundred and ninety
two
before me Robert A. Pacey

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

[Signature]
[Signature]
M. H. Richards

Notes

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors' report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

WHITWORTH'S PRODUCE LIMITED 811615

Continuation of Form 155(6)b

2. The Guarantees are in Midland's standard form and guarantee payment to Midland on demand of all present, future actual and/or contingent liabilities of PBE Investments Limited, the Company and SEF to Midland.
3. The Charge is in Midland's standard form and is given as security for the payment on demand to Midland of all liabilities present or future, absolute or contingent for which PBE Investments Limited, the Company, WPPL and SEF are now or may at any time hereafter be indebted or liable to Midland and creates fixed and floating charges over the undertaking and all property assets and rights of the Company present and future as therein more particularly specified including fixed and floating charges over stocks, shares, securities, goodwill and all other book and other debts.
4. The Legal Charges are in Midland's standard form and each create a charge by way of legal mortgage over the Company's property more particularly specified therein.

KPMG Peat Marwick

Peat House
2 Cornwall Street
Birmingham B3 2DL

Telephone 021-233 1666
Telefax 021-233 4390
Telex 337774 PMMBHM G

The Directors
Whitworth's Produce Limited

Our ref tmg/9/nmw/tjs.j51

Contact Nigel Woolley
Ext 3093

25 June 1992

Dear Sirs

Auditors' report to the directors of Whitworth's Produce Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 25 June 1992 in connection with the proposal that Whitworth's Prepared Produce Limited should give financial assistance for the purchase of the whole of the issued share capital of this company. We have enquired into the state of the company's affairs so far as necessary for us to review the bases for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any matters in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

KPMG Peat Marwick



Member firm of
Klynveld Peat Marwick Goerdeler

Authorised by the Institute of Chartered Accountants in England and Wales
to carry on investment business

The address for the purposes of Section 4, Business Names Act 1985 is 1 Puddle Dock,
Blackfriars, London EC4V 3PE at which a list of partners' names is available for inspection

WHITING & PARTNERS

Chartered Accountants

Garland House,
Garland Street, P O Box 10,
Bury St. Edmunds, Suffolk, IP13 1EZ
Telephone: (0284) 752313
Fax: (0284) 752190

Alan D. Salmon
John Reeve
Malcolm B. Hancock
Thomas J. Whittingdale
Stephen R. K. Taylor
John F. Buck

Michael R. Caddock
Noel A. E. Handley
Richard J. Tyler
David A. E. Thompson
Barry J. Nudds
Brian J. Carroll

James D. Cater
Mark N. Haydon
Paul N. Tatum
Peter Plewright
J. James Harrison

Our ref.

Your ref:

Date: 24th June 1992

Company Secretary
Whitworth Produce Ltd
Whitworth Prepared Produce Ltd
Slade End Farms Ltd
Equity House
Irthingborough Road
Wellingborough
Northants

Dear Sir,

WHITWORTH PRODUCE LTD
WHITWORTH PREPARED PRODUCE LTD
SLADE END FARMS LTD

We hereby resign as Auditors of each of the above companies with immediate effect.

As required by section 394 Companies Act 1985, we confirm that there are no circumstances connected with our ceasing to hold office which we consider should be brought to the attention of the members or creditors of any of the above companies.

yours faithfully

WHITING & PARTNERS

No. 811615

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES


WRITTEN RESOLUTION

-of-

WHITWORTH'S PRODUCE LIMITED


We, the undersigned, being all the members of the Company who would be entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution as a written resolution having effect as a Special Resolution in accordance with section 381A Companies Act 1985:-

"That the Share Premium Account in the books of account of the Company be reduced from £1,837,000 to £98,000".

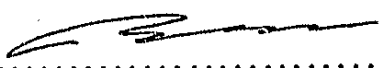

.....
MICHAEL CHARLES EDWARD FISHER as
attorney for and on behalf of Booker
Plc pursuant to a Power of Attorney
dated 25th June 1992

Date: 28th October 1992

Signed as a record of the proceedings:


.....
Michael Charles Edward Fisher
Secretary

Date 28th October 1992


.....
PHILIP BRADLEY EMERTON as attorney
for and on behalf of Booker Nominees
Limited pursuant to a Power of
Attorney dated 25th June 1992

Date: 28th October 1992



811615

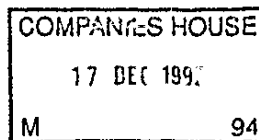
IN THE HIGH COURT OF JUSTICE

No. 0010824 of 1992

CHANCERY DIVISION

Mr Registrar Buckley

Wednesday the 16th day of December 1992



IN THE MATTER OF WHITWORTH'S PRODUCE LIMITED

and

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE PETITION of the above-named Whitworth's Produce Limited (hereinafter called "the Company")

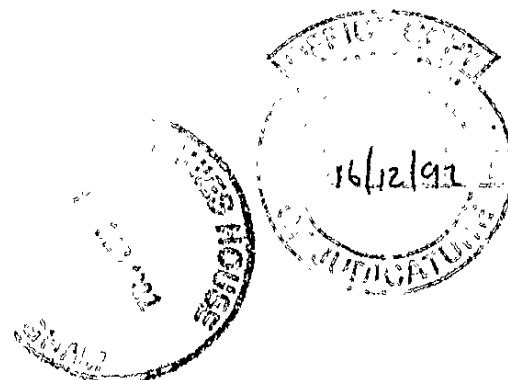
AND UPON HEARING Counsel for the Company

AND UPON READING the said Petition and the evidence

THE COURT ORDERS that the reduction of the Share Premium Account of the Company from £1,837,000 to £98,000 resolved on and effected by a written resolution having effect as a Special resolution passed on 28th October 1992 be and same is hereby confirmed in accordance with the provisions of the above-mentioned Act

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an Office Copy be delivered to him

AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order be published once in the "The Times" newspaper within 21 days after such registration



FILE COPY



CERTIFICATE OF REGISTRATION
OF ORDER OF COURT
ON REDUCTION OF SHARE PREMIUM ACCOUNT

Company No. 811615

Whereas WHITWORTH'S PRODUCE LIMITED

having by Special Resolution reduced its share premium account as confirmed by an Order of the High Court of Justice, Chancery Division

dated the 16th December 1992

Now therefore I hereby certify that the said Order was registered pursuant to section 138 of the Companies Act 1985 on the 17th December 1992

Given at Companies House, Cardiff, the 22nd December 1992

John Ross

(J S Ross)
For The Registrar Of Companies



C O M P A N I E S H O U S E

WHITING & PARTNERS

Chartered Accountants

Garland House,
Garland Street, P.O. Box 10
Avery St Edmunds, Suffolk IP48 1JZ
Telephone (0284) 752113
Fax (0284) 752190

Alan D. Salmon	Michael R. Cardlock	James D. Carter
John Reeve	Nigel A. E. Hardley	Mark N. Hayden
Malcolm R. Hancock	Richard J. Lyster	Paul N. Talbot
Thomas J. Whittingdale	David A. E. Thompson	Peter Plowright
Stephen R. K. Lyster	Barry J. Nudds	I. James Harrison
John I. Buck	Brian I. Carroll	

Our ref:

Your ref:

Date: 24th June 1992

Company Secretary
Whitworth Produce Ltd
Whitworth Prepared Produce Ltd
Slade End Farms Ltd
Equity House
Irthingborough Road
Wellingborough
Northants

NH

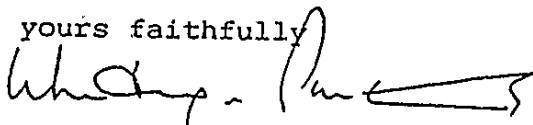
Dear Sir,

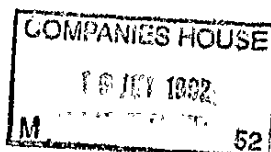
WHITWORTH PRODUCE LTD 811615
WHITWORTH PREPARED PRODUCE LTD
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As required by section 394 Companies Act 1985, we confirm that there are no circumstances connected with our ceasing to hold office which we consider should be brought to the attention of the members or creditors of any of the above companies.

yours faithfully


WHITING & PARTNERS



Bury St Edmunds
0284 752113

Chatteris
01354 693004

Downham Market
01474 787174

Elk
01455 662595

Offices & Telephone Numbers

King's Lynn
01474 774743

March
01464 521004

Aldershall
01226 712267

Peterborough
0430 640082

Ramsey, Cambs
01435 811731

Witcham
01435 384113

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business