

# Statutory Declaration of compliance with requirements on application for registration of a company

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

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

Name of company

\* SHELFCO (NO. 833) LIMITED

\* insert full  
name of Company

I, Richard Gordon HOLT

of 50 Stratton Street

LONDON

W1X 5FL

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar under  
section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above  
company and of matters precedent and incidental to it 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 90 Great Russell Street

LONDON

WC1B 3RJ

Declarant to sign below

the 19<sup>th</sup> day of November

One thousand nine hundred and ninety two

before me

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):

Nabarro Nathanson  
The Lodge  
South Parade  
DONCASTER  
DN1 2DQ  
1A/DJB

For official Use

New Companies Section

Post room



C O M P A N I E S H O U S E

10

**Statement of first directors and  
secretary and intended situation  
of registered office**

This form should be completed in black.

Company name (in full)

**CN** 2767925  
SHELFCO (NO. 833) LIMITED

For official use **N**

Registered office of the company on  
incorporation.

**RO** 50 STRATTON STREET  
Post town LONDON  
County/Region  
Postcode W1X 5FL

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

**X**

Name D. J. BINKS  
**RA** THE LODGE  
SOUTH PARADE  
Post town DONCASTER  
County/Region SOUTH YORKSHIRE  
Postcode DN1 2DQ

Number of continuation sheets attached

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

NABARRO NATHANSON  
THE LODGE, SOUTH PARADE,  
DONCASTER Postcode DN1 2DQ  
Telephone 0302 344455 Extension 7A/DJB

# Company Secretary (See notes 1 - 5)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Consent signature

## Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CS

EPS SECRETARIES LIMITED

AD

50 STRATTON STREET

Post town LONDON

County/Region

Postcode W1X 5FL

Country

I consent to act as secretary of the company named on page 1

Signed

Date

17. NOV 92

For and on behalf of EPS Secretaries Limited

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality

NA

OC

OD

I consent to act as director of the company named on page 1

Signed

Date

**Directors** (continued)

(See notes 1 - 5)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CD

MIKJON LIMITED

AD

50 STRATTON STREET

Post town LONDON

County/Region

Postcode W1X 5FL

Country

DO

Nationality

NA

OC

OD

NONE

I consent to act as director of the company named on page 1

Signed

Date

17. NOV 92

For and on behalf of Mikjon Limited

Delete if the form  
is signed by the  
subscribers.

Dorrie Bruik

Signature of agent on behalf of all subscribers

Date

17. NOV 92

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## NOTES

Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company name and number.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

2707425

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SHELFCO (NO. 833) LIMITED



1. The Company's name is SHELFCO (NO. 833) LIMITED.
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Company is established are:
  - (A) (i) To carry on the business of general merchants, to buy, sell, manufacture and deal in goods, stores and consumable articles of all kinds, both wholesale and retail, and to transact every kind of agency business, including, without limiting the generality of the foregoing, commission agents, passenger and cargo brokers, ship, freight and insurance brokers and agents and land, sea and air transportation agents generally;
  - (ii) To purchase, take on lease or in exchange, hire or otherwise acquire, deal, mortgage, hold, hire out, sell, lease or otherwise dispose of or deal in, in any way, any lands or buildings wherever situate, and any stocks, shares and debentures, patents, copyrights and such other property real or personal or any rights, privileges or interests in any such property or connected therewith, and to hold, manage, improve and generally to exploit the same or any part thereof in such manner as the Company shall think fit; to pull down, alter or improve buildings; and to carry on all or any of the businesses of estate agents, builders and contractors for construction work of any kind, demolition contractors and as engineers, advisers and consultants in connection with construction and demolition work of any kind.
- (B) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest,

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right or privilege therein, for such consideration and on such terms as may be considered expedient.

- (C) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other Company.
- (D) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.
- (E) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.
- (F) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.
- (G) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.
- (H) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.
- (I) To borrow and raise money and to obtain and utilise banking facilities of any nature on any terms and for any purposes whatsoever, including but not limited to facilities for the issue by any bank or financial institution of bonds, guarantees, indemnities, documentary and other credits to any person in respect of the obligations or purported obligations of the Company, and to give counter-indemnities on any terms to any banks or financial institutions issuing such bonds, guarantees, indemnities, documentary or other credits and to secure any debt or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company and by the creation and issue on any terms of debentures, debenture stock or other securities of any description.
- (J) To enter into any guarantee, bond, indemnity or counter-indemnity and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities of or by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other objects of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the

undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner whatsoever, the payment or repayment of any moneys secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a subsidiary or holding company of the Company or a subsidiary of any such holding company or is otherwise associated with the Company in business

- (K) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (L) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (M) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient.
- (N) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.
- (O) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein.
- (P) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.
- (Q) To establish and maintain or procure the establishment and maintenance of, any pension, superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances,



emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.



- (R) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.
- (S) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (T) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise.
- (U) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.
- (V) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

- (W) To remunerate any person or company rendering services to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.
- (X) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.
- (Y) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

It is hereby declared (1) that the expressions "subsidiary" and "holding company" where they appear in this Clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985; (2) that, where the context so admits, the word "company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

- 4. The liability of members is limited.
- 5. The Company's share capital is 1,000 divided into 1,000 shares of 1 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
 R.G. Holt 50 Stratton Street London W1X 5FL	One
 M. Johnson 50 Stratton Street London W1X 5FL	One
Total Shares taken	Two

DATED 17 NOV 1992

WITNESS to the above signatures:-



D J Binks  
The Lodge  
South Parade  
Doncaster  
DN1 2DQ

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

SHELFECO (NO. 833) LIMITED

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1. Preliminary and Interpretation

- 1.1 The regulations contained in Table A ("Table A") in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) shall apply to the Company save insofar as they are excluded or varied hereby.

- 1.2 In these regulations and in the regulations of Table A that apply to the Company:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the Articles" means the articles for the time being of the Company.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office for the time being of the Company.

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

"the seal" means the common seal of the Company.

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

"a person of unsound mind" means a person who is, or may be, suffering from mental disorder and either -

- 1.2.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- 1.2.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the Company bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations.

The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the Articles. Regulation 1 of Table A shall not apply.

## 2. Private Company

The Company is a Private Company within the meaning of Section 1 of the Act and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

## 3. Share Capital

- 3.1 The share capital of the Company is 1,000 divided into 1,000 shares of 1 each.
- 3.2 Subject to the provisions of the Act and without prejudice to Sub-Article 3.3 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the Articles or as the Company may by resolution determine. Regulation 3 of Table A shall not apply.

3.3 The unissued shares in the capital of the Company for the time being shall be under the control of the Directors, who are hereby generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in Section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the Company Provided that the authority contained in this Article insofar as the same relates to relevant securities (as defined as aforesaid) shall, unless revoked or varied in accordance with Section 80 of the Act:-

3.3.1 be limited to a maximum nominal amount of shares equal to the amount of the authorised share capital with which the Company is incorporated; and

3.3.2 expire on the fifth anniversary of the date of incorporation of the Company but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the Directors after such anniversary of their powers in pursuance of the said authority.

In exercising their authority under this Sub-Article the Directors shall not be required to have regard to Sections 89(1) and 90(1) to (6) (inclusive) of the Act which Sections shall be excluded from applying to the Company.

#### 4. Lien

The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply.

#### 5. Transfer of Shares

5.1 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. Without prejudice to the generality of the foregoing the Directors may refuse to register a transfer unless:

- 5.1.1 it is lodged at the office or at such other place as the Directors may appoint and is 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;
- 5.1.2 it is in respect of only one class of shares; and
- 5.1.3 it is in favour of not more than four transferees.
- 5.2 No share shall be transferred to any infant, bankrupt or person of unsound mind.
- 5.3 Regulation 24 of Table A shall not apply.

6. Variation of Rights

If at any time the share capital is divided into different classes of shares, the rights attached to any 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 shall apply, but so that the necessary 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.

7. Notice of General Meetings

An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed

- 7.1 in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
- 7.2 in the case of any other Meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and Auditors.

Regulation 38 of Table A shall not apply.

8. Number of Directors

The minimum number of Directors shall be one and there shall be no maximum number. Regulation 64 of Table A shall not apply.

9. Alternate Directors

- 9.1 Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. Save as otherwise provided in these Articles, unless he is already an officer of the Company in his own right, an alternate Director shall not, as such, have any rights other than those mentioned in Sub-Article 9.2 below.
- 9.2 An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, and to attend, speak and vote at any such meeting at which the Director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom. A Director present at such meeting and appointed alternate Director for any other Directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting. An alternate Director shall not be entitled to receive any remuneration from the Company for his services as an alternate Director.
- 9.3 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.
- 9.4 Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
- 9.5 Without prejudice to Sub-Article 9.2 and save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own Acts and defaults and he shall not be deemed to be the agent of the Director appointing him.



9.6 Regulations 65 to 69 (inclusive) shall not apply and Regulation 88 shall be modified accordingly.

10. Powers of Directors

The Directors may sanction the exercise by the Company of all the powers of the Company to make provision for the benefit of persons (including Directors) employed or formerly employed by the Company or any subsidiary of the Company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or any such subsidiary as are conferred by Sections 659 and 719 of the Act and, subject to such sanction, the Directors may exercise all such powers of the Company.

11. Appointment and Retirement of Directors

11.1 The Directors of the Company shall not retire by rotation and Regulations 73 to 77 (inclusive) of Table A shall not apply and Regulation 78 shall be modified accordingly.

11.2 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. Subject to Sub-Article 12.1 a Director may be appointed under this Article to hold office for life or any other period or upon such terms in respect of his retirement as the Directors shall at the time of his appointment determine. Regulation 79 of Table A shall not apply.

12. Disqualification and Removal of Directors

12.1 The office of Director shall be vacated if:

12.1.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or

12.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

12.1.3 he is a person of unsound mind; or

12.1.4 he resigns his office by notice to the Company; or

12.1.5 he is removed from office under Section 303 of the Act, or by Extraordinary Resolution of the Company; or

12.1.6 he is served with written notice under the hand of a Director or the Secretary of any Company which is for the time being the Company's holding company that the Board of Directors of such company has resolved that his appointment be terminated;

and Regulation 81 of Table A shall not apply.

12.2 No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

13. Directors' Interests

Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 317 of the Act he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof. Regulation 94 of Table A shall not apply.

14. Directors' Gratuities and Pensions

The Directors shall have power to pay or provide and agree to pay or provide pensions or other retirement, super-annuation, death or disability benefits to or to any person in respect of any Director or former Director of the Company or any subsidiary or holding company of the Company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such Director ceases to hold office or employment). A Director may vote at a meeting of Directors in respect of any matter referred to in this Article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply.

15. Proceedings of Directors

15.1 The quorum for the transaction of the business of the Directors shall, except when one Director only is in office, be two. A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are conferred on the Directors by the Articles. Regulation 89 of Table A shall not apply.

15.2 A resolution in writing signed by all the Directors (including a sole Director) entitled to receive notice of a meeting of directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity. Regulation 93 of Table A shall not apply.

16. Dividends

- 16.1 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 under those provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same, in either case subject to Article 5. Regulation 31 of Table A shall be modified accordingly.
- 16.2 The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company. Regulation 108 of Table A shall not apply.

17. Notices

- 17.1 Any notice given to or by any person pursuant to the Articles shall be in writing except that notice calling a meeting of the Directors need not be in writing. Any notice given by or on behalf of any person to the Company may be given by leaving the same at or by sending the same by post to the office or such other place as the Directors may appoint. Regulation 111 of Table A shall not apply.
- 17.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. Regulation 115 of Table A shall not apply.

18. Indemnity

In addition to the indemnity contained in Regulation 118 of Table A and subject to the provisions of Section 310 of the Act, every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution of and discharge of the duties of his office.

---

Names and Addresses of Subscribers

---



R.G. Holt  
50 Stratton Street  
London W1X 5FL



M. Johnson  
50 Stratton Street  
London W1X 5FL

---

DATED 17 NOV 1992

WITNESS to the above signatures:-



D J Binks  
The Lodge  
South Parade  
Doncaster  
DN1 2DQ



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

No. 2767925

I hereby certify that

**SHELFCO (NO. 833) LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 25 NOVEMBER 1992

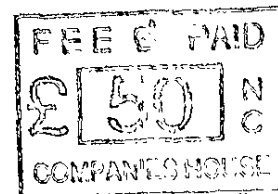
*M. Rose*  
M. ROSE

an authorised officer

30393  
CC2

Company No. 2767925

THE COMPANIES ACTS 1985 AND 1989



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

SHELFCO (NO. 833) LIMITED

WE, the undersigned, being all the Members for the time being of the above Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said Resolution shall, pursuant to Sections 381A and B of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

"That the name of the Company be changed to YANKEE NOODLE RESTAURANTS LIMITED"

Dated 30th March 1993

Signed.....

Signed.....

as attorney for  
K.G. Frost

NABARRO NATHANSON  
50 STRATTON STREET  
WIX 5FL

Ref: IE/PCO/W1398/1

pba0373

4



MIS 53175  
CIN 200504E 924

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2767925

The Registrar of Companies for England and Wales hereby certifies that

SHELFECO (NO. 833) LIMITED

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

YANKEE NOODLE RESTAURANTS LIMITED

Given at Companies House, London, the 30th March 1993

A handwritten signature in black ink, appearing to read 'C Carr'.

MR. C. CARR

For The Registrar Of Companies



C O M P A N I E S H O U S E

# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1935

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2767925

Name of company

\* YANKEE NOODLE RESTAURANTS LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 29 APRIL 1993 the nominal capital of the company has been  
increased by £ 300,001,700 beyond the registered capital of £ 1,000.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.‡

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 follow:

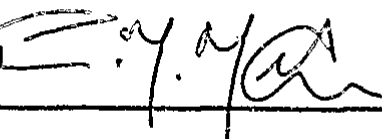
SEE ATTACHED SCHEDULE

Please tick here if  
continued overleaf

☐

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed



Designation‡

DIRECTOR

Date 30 APRIL 1993

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

NABARRO NATHANSON  
50 STRATTON STREET  
LONDON W1X 5FL

TEL: 071-493 9933  
REF: 1D/PCO/W1398/1

For official Use  
General Section

Post room



SCHEDULE

- (a) The share capital of the Company following the increase of capital is £3,002,700 divided into 3,000,000 Preference Shares of £1 each and 2,700 Ordinary Shares of £1 each.
- (b) The said Preference Shares and Ordinary Shares shall, except as otherwise expressly provided herein, rank pari passu in all respects.
- (c) The said Preference Shares shall confer on the holders thereof:
  - (A) the right to receive in priority to all other shares in the capital of the Company out of the profits of the Company which it shall be determined to distribute a cumulative preferential dividend at the rate of 4 per cent per annum on the capital for the time being paid up thereon (exclusive of associated tax credit);
  - (B) the right on a return of assets whether in a winding up or otherwise in priority to all other shares in the capital of the Company together with the payment of all arrears and accruals of the said cumulative preferential dividend calculated down to the date of repayment of capital (and in the case of a winding up whether earned or declared or not). In the event of a repayment of capital involving the payment of a part only of the amount paid up on the Preference Shares a part only of the said premium proportionate to the amount of capital to be repaid on each of such shares shall become payable;
  - (C) the Preference Shares shall not confer any further right to participate in profits or assets of the Company; and
  - (D) the Preference Shares shall not confer any right of voting at general meetings of the Company unless at the date of the notice convening the meeting the dividend thereon is six months in arrear.
- (d) The dividend on the Preference Shares shall be deemed to be payable half-yearly on the 31 December and 30 June in every year.

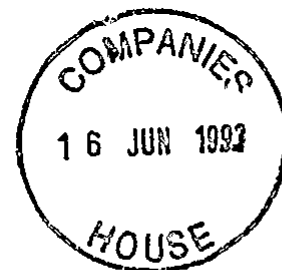
THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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RESOLUTIONS  
of  
YANKEE NOODLE RESTAURANTS LIMITED



At an Extraordinary General Meeting of the above named Company duly convened and held at [ 50 STRATTON STREET, LONDON, W1 ] on [ 30 APRIL ] 1993 the following Resolutions were duly passed as to Resolutions 1 and 3 as Ordinary Resolutions and Resolution 2 as a Special Resolution:

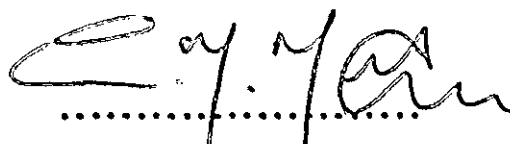
RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £1000 to £3,002,700 by the creation of 1700 new Ordinary Shares of £1 each ("new Ordinary Shares") and 3,000,000 Preference Shares of £1 each ("Preference Shares") having attached thereto the rights and privileges and being subject to the restrictions and limitations specified in Resolution 2 hereof.
2. THE Articles of Association of the Company be altered by deleting Article 3.1 and substituting the following new Article 3.1:  
  
"3.1 (a) The share capital of the Company at the date of adoption of this Article is £3,002,700 divided into 3,000,000 Preference Shares of £1 each and 2,700 Ordinary Shares of £1 each.  
  
(b) The said Preference Shares and Ordinary Shares shall, except as otherwise expressly provided herein, rank pari passu in all respects.

(c) The said Preference Shares shall confer on the holders thereof:

- (A) the right to receive in priority to all other shares in the capital of the Company out of the profits of the Company which it shall be determined to distribute a cumulative preferential dividend at the rate of 4 per cent per annum on the capital for the time being paid up thereon (exclusive of associated tax credit);
  - (B) the right on a return of assets whether in a winding up or otherwise in priority to all other shares in the capital of the Company together with the payment of all arrears and accruals of the said cumulative preferential dividend calculated down to the date of repayment of capital (and in the case of a winding up whether earned or declared or not). In the event of a repayment of capital involving the payment of a part only of the amount paid up on the Preference Shares a part only of the said premium proportionate to the amount of capital to be repaid on each of such shares shall become payable;
  - (C) the Preference Shares shall not confer any further right to participate in profits or assets of the Company; and
  - (D) the Preference Shares shall not confer any right of voting at general meetings of the Company unless at the date of the notice convening the meeting the dividend thereon is six months in arrear.
- (d) For the purpose of this Article the dividend on the Preference Shares shall be deemed to be payable half-yearly on the 31 December and 30 June in every year.

3. THAT the Directors be and are hereby authorised for the purposes of Section 29 of the Companies Act 1985 to allot the new Ordinary Shares and the Preference Shares such authority to expire on 31 December 1993.

  
.....  
CHAIRMAN

# G

## COMPANIES FORM No. 224

# 224

Notice of accounting reference date  
(to be delivered within 9 months of  
incorporation)

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies  
(Address overleaf)

Company number

2767925

Name of company

\*insert full name  
of company

\* YANICKE NODDIE RESTAURANTS LIMITED

gives notice that the date on which the company's accounting reference period is to be  
treated as coming to an end in each successive year is as shown below:

### Important

The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6


31 December

Day Month

3 1 1 2

\* Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

  
Barry Bennett Ltd

Designation +

Secretary Date 20/7/93

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

MERCERS BRAYANT  
45 CRAWFORD PLACE,  
LONDON W1H 2AD

HR102B

For official use

D.E.B.

Post room

COMPANIES  
FF16  
21 JUL 1993  
HOUSE

No. 2767925

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

RESOLUTION

of

YANKEE NOODLE RESTAURANTS LIMITED

(passed on 25 JANUARY 1994)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at  
29/31 OLD COMPTON ST W1 on 25 JANUARY 1994 the following  
Resolution was passed as a Special Resolution of the Company:-

RESOLUTION

THAT the Share Premium Account of the Company be reduced by the sum of  
£2,750,000.

A handwritten signature in dark ink, consisting of a large, stylized 'W' or 'M' shape followed by a horizontal line and a small flourish.

Chairman

FILE COPY



CERTIFICATE OF REGISTRATION  
OF ORDER OF COURT  
ON REDUCTION OF SHARE PREMIUM ACCOUNT

Company No. 2767925

Whereas YANKEE NOODLE RESTAURANTS 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 30th March 1994

Now therefore I hereby certify that the said Order was registered pursuant to section 138 of the Companies Act 1985 on the 30th March 1994

Given at Companies House, Cardiff, the 30th March 1994

  
For The Registrar Of Companies



C O M P A N I E S H O U S E

IN THE HIGH COURT OF JUSTICE

No 00982 of 1994

CHANCERY DIVISION

MR REGISTRAR BUCKLEY

DATED THE 30TH DAY OF MARCH 1994

IN THE MATTER OF YANKEE NOODLE RESTAURANTS LIMITED

AND

IN THE MATTER OF THE COMPANIES ACT 1985

UPON the Petition of the above-named YANKEE NOODLE RESTAURANTS LIMITED ("the Company") whose registered office is situate at First Floor, 45 Crawford Place, London W1H 2AB, on the 10th day of February 1994 preferred unto this Court and

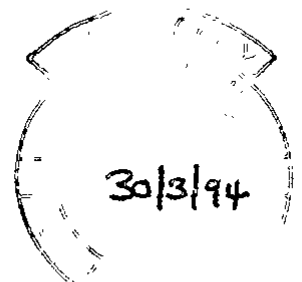
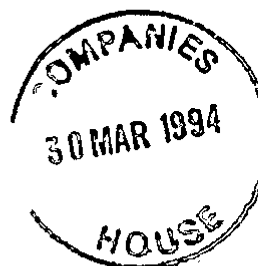
UPON hearing Counsel for the Petitioner and

UPON reading the said Petition and the evidence

THIS COURT ORDERS that the reduction of the Share Premium Account of the Company by £2,750,000 from £2,998,300 to £248,300 resolved on and effected by the Special Resolution passed at an Extraordinary General Meeting of the Company held on the 25th day of January 1994 be and the same is hereby confirmed in accordance with the provisions of the above-named Act

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy hereof 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 Times newspaper within [21] days after such registration.





No 00982 of 1994

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

MR REGISTRAR BUCKLEY

DATED THE 30TH DAY OF MARCH 1994

IN THE MATTER OF YANKEE NOODLE  
RESTAURANTS LIMITED

AND

IN THE MATTER OF THE COMPANIES ACT  
1985

---

O R D E R

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Osborne Clarke  
6-9 Middle Street  
London EC1A 7JA

Ref. 299/204  
Tel. 081 600 0155

Solicitors for the Petitioner