

THE COMPANIES ACT 1862 TO 1900

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WT FOODS LIMITED

ASHURST MORRIS CRISP

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ROW/LXL/WTT01.00001



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WT FOODS LIMITED

1. That the name of the Company is "WT Foods Limited*".
2. The Registered Office of the Company is situated in England.
3. The objects for which the Company is established are:
 - (A) (i) To carry on the trade or trades, one or more, or all, of spinning, doubling, weaving, bleaching, dyeing, and printing; or in any other way to manipulate cotton, flax, wool, jute, silk or other fibrous substances whether natural or man-made; to buy, sell and trade in, as principles or agents, in Great Britain or abroad, any of such substances in their raw (unmanufactured) state or in the state treated or manipulated by the Company, and any of such substances, yarns, fabrics, or manufactures of other corporations or firms producing or dealing in goods of a similar character to those made by the Company; and further, to carry on the trade or business of brick or tile makers and vendors, but only to the intent of using up any clay found on the Company's land.
 - (ii) To carry on all or any of the businesses of planting and growing, rearing, importing, manufacturing, blending, packaging, distributing, dealing in, buying and selling, as principals or agents, all foods, food producing animals, and ingredients of foods, and consumables of all kinds, including but not limited to cereals, fruits, vegetables, dairy products, herbs and spices, tea, coffee, cocoa, and other ingredients of beverages and foods; and to carry on business as planters and merchants, both wholesale and retail, sugar merchants, chocolates and confectionery merchants, café proprietors, refreshment contractors, farmers, dairymen, brokers, importers and dealers in produce and wares of all kinds, commission agents, warehousemen and wharfingers and deal in articles and commodities of all kinds which may conveniently be dealt in by persons carrying on any of the above businesses.

NOTE:- *The Company's name was changed from Dura Mill Limited with effect from 1st June 1987. It was further changed to WT Foods plc on 19 July 1995. Pursuant to a special resolution passed on 7 January 2002, the Company was re-registered as a private company and its name was changed to WT Foods Limited.

- (B) To carry on business as a general commercial company.
- (C) From time to time to purchase, obtain or lease or otherwise acquire on such terms and conditions as shall be agreed upon, land, easements, rights or privileges for the Company's requirements.
- (D) To build and maintain mills and any other premises; also to make reservoirs requisite for the foregoing objects; to lay out any of the Company's surplus land for building purposes, and to build thereon mills, works, house, shops, or other erections, for use, sale, or to let; to let any portion of the land by the year, or to let it on building leases, with power to advance money on first mortgage on the property built; and generally to deal with the land in such manner as may seem most expedient to the Company's interest.
- (E) To purchase engines, boilers, machinery, tools, implements, utensils and effects for the carrying out of all or any of the foregoing objects; also for the making of gas and the application of electricity in any way that may seem to be advantageous to the Company.
- (F) To purchase or otherwise acquire any mills, premises, tenements or other buildings and the land connected therewith; also any machinery, utensils or stock-in-trade, therein or thereon, suited to the Company's objects; and further, to purchase or otherwise acquire and undertake all or any part of the business of any person or Company carrying on any business which this Company is authorised to carry on; also to purchase or otherwise acquire the right to the use of any trade mark, letters patent, license or brevets d'invention calculated to be of benefit to the Company.
- (G) To sell, lease, let, underlet, exchange, mortgage or otherwise deal with, or dispose of, all or any part of the real or personal property for the time being of the Company; to hire space, steam power and turning, or to let or supply space, steam power and turning in such manner and from and to such persons and upon such terms as may be deemed expedient.
- (H) To borrow money, also to secure overdrafts at any bank or banks and otherwise to arrange for the obtaining of credit by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company; or by mortgage (with or without power of sale), or by a charge on or debentures comprising all or any part of the real or personal property of the Company, including or not its uncalled capital, or by deposit of any of the aforesaid securities, or of any of the documents, goods, property, or assets of the Company, or in such other manner as the Company shall think fit; also by all or any of the aforesaid means to provide for the indemnifying of all or any of the Directors who may give any guarantee or guarantees for or undertake any liability on behalf of the Company; also to accept loans from any person or body, or bodies corporate, at interest, repayable with or without notice and upon any terms whatsoever.
- (I) To make, accept, endorse, and execute deeds, agreements, promissory notes, bills of exchange, bank cheques, and other negotiable instruments.

- (J) To invest and deal with the moneys of the Company not immediately required by the purchase of bonds, debentures, debenture stock, or other securities of Corporations or Companies Limited or otherwise in Great Britain, or in Colonial Government bonds or stock, also by payments under discount on an earlier date than due date for cotton or other commodities; or by loans to limited Companies or by deposit at any bank or with any Trust or Discount Company.
- (K) To take or otherwise acquire shares in any other Company having objects altogether or in part similar to those of this Company, or carrying on any business whatsoever capable of being conducted so as directly or indirectly to benefit this Company; and to hold, sell, and transfer (with or without guarantee) or otherwise deal with the said shares.
- (L) To own or hire locomotive engines, canal boats, railway wagons, horses, or any other conveyances, vehicles, or motive power, the possession and use of which, or to adopt any mode of transport which shall seem to be advantageous to the Company.
- (M) To enter into any agreement for sharing profits for a union of interest or for reciprocal concessions or co-operation with any person or Company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being transacted so as directly or indirectly to benefit this Company.
- (N) To sell or otherwise dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, either in all or part, for cash, shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company; provided always that such shares, debentures, or securities shall be fully paid and involve no liability of this Company.
- (O) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any subsidiary, holding or associated or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.
- (P) To aid in the establishment of and to support infirmaries or other benevolent associations exclusively devoted to dealing with cases of sickness, disease and accidents.
- (Q) To distribute any of the property of the Company among its members in specie, but so that no distribution amounting to a reduction of capital be made without sanction of the Court, if needful, first obtained.
- (R) The doing of all or any of the above things, either alone or in conjunction with others, and either as principals or agents.
- (S) The doing of all such other things as are incidental or conducive to the attainment of the above projects or any of them.

- (T) To pay interest (but not without the previous sanction of the Court) out of the capital of the Company's members at not more than five per cent. per annum on the amounts from time to time called up during the erection of the Company's mills or works.

The liability of members is limited.

*The capital of the Company is £20,000 divided into 4,000 shares of £5 each, with power for the Company from time to time to increase its capital, and in relation to such increase of capital with power to divide the same or any part or parts thereof into shares of any amount or into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

At an Extraordinary General Meeting of the Company held on 2 April 1997 the authorised share capital was increased to 108,387,000 ordinary shares of 25p each.

(No. 94632)

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

- of -

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(adopted by special resolution passed on 7 January 2002)

PRELIMINARY

1. In these articles:

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

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985).

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

SHARE CAPITAL

3. In accordance with section 95(1) of the Act, section 89(1) of the Act shall not apply to the Company.

4. Subject to the provisions of articles 5 and 6 and to any directions which may be given by the Company in general meeting, the directors are hereby generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of adoption of these articles and any shares hereafter created shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.
5. The maximum nominal amount of share capital which or in respect of which the directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with article 3 shall be £55,096,522 or such other amount as shall be authorised by the Company in general meeting.
6. The authority conferred on the directors by articles 4 and 5 shall expire on 6 January 2007, the day preceding the fifth anniversary of the date of adoption of these articles.

TRANSFER OF SHARES

7. The directors shall have no discretion to refuse to register a transfer of shares in the Company and the first sentence of regulation 24 of Table A shall not apply to the Company.

GENERAL MEETINGS

8. In regulation 38 of Table A, the following shall be substituted for the second paragraph:

"The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. All business transacted at an extraordinary general meeting shall be deemed special. All business 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, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors shall be deemed special."

In regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted.

9. In regulation 40 of Table A, the following shall be added at the end of the second sentence: "provided that for so long as the Company shall have only one member, one person entitled to vote upon the business to be transacted being a member or a proxy of a member or a duly authorised representative of a corporation, shall be a quorum."
10. With respect to any such resolution in writing as is referred to in regulation 53 of Table A:
- 10.1 in the case of joint holders of a share, the signature of any one of such joint holders shall be sufficient for the purposes of regulation 53;

- 10.2 in the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of regulation 53.
- 11.1 A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be read as so modified.
- 11.2 In regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.

DIRECTORS

12. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be one. Regulation 64 of Table A shall not apply to the Company.
13. A director shall be entitled to vote as a director and be counted in the quorum in respect of any resolution concerning a matter in which he has, directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company). Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.
14. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agent or agents, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. The holder or holders for the time being of more than one-half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or, in the case of a member being a company, signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company, or such later date as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.
16. Unless and until otherwise determined by the Company by ordinary resolution, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70. Any director retiring or liable to retire under the provisions of these articles and any person proposed to be appointed a director shall be capable of being appointed or re-appointed as a director notwithstanding that he has attained the age of 70. No special notice need be given of any resolution for the appointment or re-appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed or re-appointed as such.

ROTATION OF DIRECTORS

17. The directors shall not be liable to retire by rotation, and accordingly regulations 73 to 77 (inclusive) and 80 shall not apply to the Company. In regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire." shall be deleted. The second and third sentences of regulation 79 of Table A shall be deleted.

PROCEEDINGS OF DIRECTORS

18. Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

NOTICES

19. In regulation 115 of Table A, the words "48 hours" shall be deemed to be replaced by the words "24 hours".

INDEMNITY

20. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect insofar as its provisions are not avoided by the Act. Regulation 118 of Table A shall not apply to the Company.