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J.M.H.

The Companies Acts, 1908 to 1917

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
HUDSON & HILL LIMITED

1. The name of the Company is "HUDSON & HILL 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 the business as wine spirit merchants and importers, distillers, rectifiers, wine growers, vineyard proprietors, brewers of and dealers in ale, stout and other malt liquors, coopers and bottlers, manufacturers of aerated and mineral waters and other beverages, licensed victuallers, hotel keepers, beerhouse keepers, restaurant keepers, grocers and provision merchants, hop merchants, maltsters, and to buy, sell, manipulate, manufacture and deal (both wholesale and retail) in commodities of all kinds and carry on any other trade or business whatsoever which can, in the opinion the Board be advantageously carried on by the Company in connection with or ancillary to any of the above business or the general business of the Company.

NOTES:

1. The name of the Company changed from Blumenthal's Limited to Grierson - Blumenthal Limited by Special Resolution dated 13 April 1970.
2. By Special Resolution dated 1 May 1987, the name of the Company changed to Hudson & Hill Limited



- (b) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licenses, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (c) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and to guarantee and/or give security for the payment of money or the performance of obligations of all kinds by the company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company or any company associated with the Company in business or by reason of common shareholdings or otherwise and in security of such guarantees to assign, dispose, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the company including uncalled capital.
- (d) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (e) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company.
- (f) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.
- (h) (i) To pay for any property or rights acquired by the Company, either in cash or full or partly paid up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (ii) To lend and make advances to any person, body, or corporation (whether customers of the Company or otherwise), with or without security and upon such terms as the Company may approve, and to guarantee or to become security for the liabilities, obligations and contracts of such persons, bodies or corporations, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (i) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (j) To enter into any partnership or joint purse arrangement or arrangement for sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company.
- (k) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (l) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or to promote any company or companies for the above purposes.
- (m) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easement and other rights of and over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (n) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.
 - (o) 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, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
 - (p) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub contractors, trustees or otherwise.
 - (q) To do all such things as are incidental or conducive to the above objects or any of them.
4. The liability of the Members is limited
5. The share capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each.

Any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without right of voting, and generally on such terms as the Company may from time to time by Extraordinary Resolution determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Table A in the First Schedule to the Companies (Consolidation) Act 1908.

NOTES:-

On 13 April 1950, the nominal share capital of the Company was increased to £60,000 by the creation of 40,000 Ordinary Shares of £1 each and 200,000 Ordinary Shares of one shilling each. On 16 April 1951 the nominal share capital of the Company was increased to £110,000 by the creation of 50,000 Ordinary 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
ARON BLUMENTHAL 52, Highbury New Park, N.5. WINE & SPIRIT MERCHANT	ONE
SAMUEL BLUMENTHAL 15 BURGESS HILL FINCHLEY ROAD N.W.3. WINE & SPIRIT MERCHANT	ONE

DATED this 7th day of October, 1921

WITNESS to the above signatures:
S.L. Edells
146, Bishopsgate, E.C.2

Solicitor: