

Number: 193800

The Companies Acts 1908 to 1948
and
The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
(as altered to 12 December 1997)

and

ARTICLES OF ASSOCIATION
(adopted on 12 December 1997)

of

ABN LIMITED

Incorporated 16 November 1923





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 193800

The Registrar of Companies for England and Wales hereby certifies that
ERNEST MELLING LIMITED

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

Given at Companies House, Cardiff, the 23rd August 1994

MRS. L. PARRY

For the Registrar of Companies



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

No. 193800



[COPY]

Certificate of Incorporation

I HEREBY CERTIFY, That ERNEST MELLING LIMITED is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this Sixteenth day of November,
One Thousand Nine Hundred and Twenty-three.

A. E. CAMPBELL-TAYLOR,
Assistant Registrar of Joint Stock Companies.

**The Companies Acts 1908 to 1917
and
The Companies Act 1985**

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
of
ABN LIMITED
(as altered to 12 December 1997)**

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- The name of the Company is "ABN LIMITED".
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
- (A) To carry on all or any of the businesses of merchants, processors and distributors of, and dealers in grain, seed, grass, hay, straw, clover, fodder, forage and general agricultural produce, millers and grinders, agricultural merchants, manufacturers of, and dealers in cattle food, oilcakes, feeding stuffs and animal feeds and patented and other specialists, manufacturers, repairers, services, hirers, letters on hire, and distributors of, and dealers in agricultural implements, equipment, machinery, vehicles, supplies and requisites of every description, slaughterers and abattoir proprietors, butchers, wholesale and retail meat purveyors, farmers graziers, dairymen, nurserymen and gardeners, manufacturers of, and dealers in artificial manures, manurial products and fertilisers of every description, agricultural lime, chemical weedkillers, insecticides and the like, contractors for all operations in connection with the harvesting of crops and the cultivation of the soil; merchants and growers of, and dealers in vegetables, fruit and farm and garden produce of every kind, designers, developers, repairers, manufacturers, hirers and letters on hire of, dealers in, and agents for the purchase and sale of all kinds of spraying and spreading equipment and horticultural products, machinery, implements, chemicals and utensils, manufacturers of and dealers in foods, grits, drugs, medicines, tonics and salts and appliances equipment and supplies of all kinds required for use in connection with the breeding, maintenance and upkeep of animals and other livestock; machinist, motor, mechanical, electrical and general engineers, haulage and cartage contractors, manufacturers and repairers of, agents for, and dealers in motor and other vehicles and conveyances of every description, and all components, parts, fittings, furnishings and accessories required in connection therewith garage proprietors, commission agents and insurance and general agents, and general merchants, factors and traders.

- (B) To manufacture, buy, sell and deal in plant machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary for useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the company.
- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any options, rights, privileges, or easements over or in respect of any land or property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, shops, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debentures Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debentures Stock, or securities so received.
- (G) To apply for, purchase, or any other means acquire, and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, and concessions, and the like, conferring any exclusive or non-exclusive right to use any secret or information which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect

of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, transfer, grant, or otherwise deal with, all or any part of the property, rights, or options of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (J) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures, or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (KK) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities including particularly the obligations or securities of any company which is (within the meaning of section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary company or a subsidiary company of any such holding company.
- (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part

NOTE.—This paragraph was added by Special Resolution dated 1st May, 1961.

similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

- (M) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or Place.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (QQ) To grant donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such persons; and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members; and to make payments for or towards the insurance of any such persons as aforesaid,

NOTE.—This paragraph was added by Special Resolution dated 27th July, 1961.

and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object; and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees or to lend money to the Company's employees to enable them to purchase shares of the Company.

- (R) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (T) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (U) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Capital of the Company is £10,000,000 divided into Shares of £1 each. The Company has power from time to time to increase or reduce its Capital, and to issue any Shares in the original or increased Capital, with 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

Special Resolution determine : Provided always that if and whenever the Capital of the Company is divided into Shares of different classes, the rights and privileges of any such class (unless otherwise provided by the terms of issue of the Shares of such class) may be varied with the consent in writing of the Holders of three-fourths of the issued Shares of such class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Holders of the Shares of that class. 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 such class.

WE, the several persons, whose Names, Addresses and Descriptions 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 |
|--|---|
| ERNEST MELLING, 18 Green Lane, Bolton, Master Baker. | One |
| SARAH MELLING, 18 Green Lane, Bolton, Wife of ERNEST MELLING. | One |

Dated the 14th day of November, 1923.

Witness to the above Signatures—

JOHN SEDDON,
 Solicitor,
 Farnworth.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

- of -

ABN LIMITED

(Adopted by Special Resolution passed on 12 December 1997)

PRELIMINARY

1. 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 shall apply to the Company save in so far as they are excluded or varied hereby, that is to say regulations 24, 46, 47, 73, 74, 75, 78, 79, 80 and 115 of Table A shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. Any words or expressions defined in the Companies Act 1985 ('the Act') or in Table A shall (if not inconsistent with the subject or context) bear the same meaning in these articles.
2. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number and vice versa.
3. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARE CAPITAL

4. At the date of the adoption of the articles the capital of the Company is £10,000,000 divided into 10,000,000 ordinary shares of one pound each.

SHARES

5. (a) Subject to Sub-Article (b) hereof all shares shall be under the control of the directors and the directors, may subject to Article 6, allot grant options over or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

- (b) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of the adoption of these Articles unless varied or revoked or renewed by the Company in general meeting.
 - (c) The directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
 - (d) In accordance with section 91 of the Act, section 89(1) and section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the company.
6. Subject to any direction to the contrary that may be given by the company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

TRANSFER OF SHARES

7. 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.

PROCEEDINGS AT GENERAL MEETINGS

8. At the general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other 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 (whether unanimously or by a particular majority) or lost and an entry to that effect made in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

DIRECTORS

9. The appointment of new or additional directors of the company shall be the sole responsibility of the Company's holding company as defined by section 736 of the Act.
10. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment.
11. A director shall not be required to retire by rotation and regulations 76 and 77 shall be modified accordingly.
12. The directors of the Company or any one of them may be appointed and removed by written notice served on the Company by the Company's holding company as defined by section 736 of the Act.
13. Any director may continue to be or become a director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of, any such other company. The directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company), and any director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.
14. Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested in or respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted and regulation 94 of Table A shall be modified accordingly.

NOTICES

15. In regulation 93 of Table A the following words 'either signed or approved by letter, facsimile, telex or telegram' shall be substituted for the word 'signed' where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be constructed accordingly.
16. Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document as properly addressed and put into the post as a prepaid letter.

INDEMNITY

17. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him or about the execution and discharge of the duties of this office.