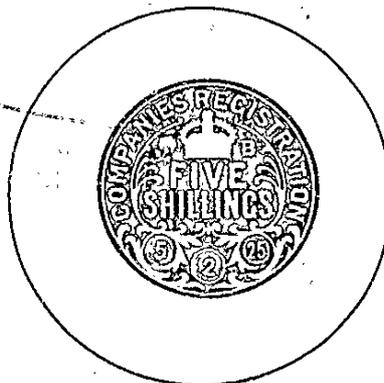


No. of Certificate } 203663

[C.A. 1.]
10-10-21.

COMPANIES ACTS, 1908 to 1917.



A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies

Act, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as Alfred Bird & Sons

_____ Limited.

REGISTERED
204568
6 FEB 1925

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL AND BIRCHIN LANE LONDON.

Presented for filing by

Alfred Bird & Sons

I Hugh Barham Carlisle
of 7 Cannon Street in the City of Birmingham
Solicitor

(a) Here insert:
"A Solicitor of the
"High Court engaged
"in the formation."
or
"A director [or
"Secretary] named in
"the Articles of
"Association."

Do solemnly and sincerely declare that I am ^(a) a Solicitor of the
High Court engaged in the formation

of Alfred Bird & Sons

Limited, and That all the requirements of the Companies (Consolidation)
Act, 1908, in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with. And I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Cannon Street in
the City of Birmingham

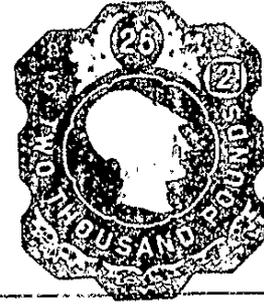
the 3rd day of February

one thousand nine hundred and Twenty-five

Before me, . . .

Hugh B. Carlisle

No. of Certificate 203663 / 2



Alfred Bird & Sons LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7, Finance Act, 1899. (NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100 or fraction of £100.)

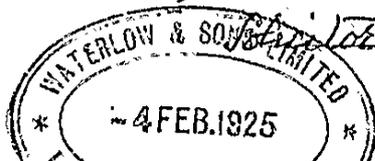
This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

REGISTERED
204563
6 FEB 1925

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by

Richard Martineau Esq



Richard Martineau Esq

The NOMINAL CAPITAL of _____

_____ Alfred Bird & Sons Limited,

is £ 400,000 divided into 400,000 shares of £ 1 each.

Signature _____

Alfred Bird

Description _____

Secretary

Date _____

_____ day of

5th February 1925.

This Statement should be signed by an Officer of the Company.



203663 / 3

The Companies Acts 1908 to 1917.

Handwritten initials



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

ALFRED BIRD & SONS LIMITED.



1. The name of the Company is "ALFRED BIRD & SONS 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 acquire as a going concern, from Alfred Bird & Sons Limited (incorporated in 1900), of Devonshire Works, Deritend, in the City of Birmingham, upon the terms of an agreement already prepared and identified by the signature of Hugh Barham Carslake, and expressed to be made between the said Alfred Bird & Sons Limited, and Arthur Axel Miller of the one part, and this Company of the other part, or on such other terms as may be agreed, the businesses now carried on by the said Alfred Bird & Sons Limited, under the style of "Alfred Bird & Sons Limited," at Devonshire Works, Deritend aforesaid, and at Market Road, Islington, London, as manufacturers of and dealers in custard powder, egg powder, baking powders, and various other food products, specialities, and preparations for culinary and domestic use, and as wholesale and manufacturing chemists, and certain of the property and assets connected therewith; and to carry on, develop and extend the said businesses.



REGISTERED
204569
6.EB.325

Handwritten mark

- (B) To carry on the business of manufacturers of and dealers in all kinds of food products and articles and preparations for culinary, domestic or household use, and of and in all kinds of materials, machinery, apparatus, and things necessary or useful in the production of any such articles as aforesaid.
- (C) To carry on the businesses of machinists, timber merchants, carpenters and joiners, wood sawyers, fitters, millwrights, makers of tools and implements, packing and box makers, smiths, tinmen, printers, lithographers, paper dealers, and of all detailed branches of business usually or conveniently connected with any such businesses as aforesaid, either for preparing or finishing articles for sale or for auxiliary purposes as well for the purposes of the businesses aforesaid, as for the purpose of profit as independent businesses, and any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (D) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (E) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (F) To purchase, take on lease or in exchange, or otherwise acquire, any real or personal property, patents, licences, trade marks or copyrights, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

Acquire other
business or property

Acquire shares in
other companies

Acquire lands,
property, rights
and privileges, and
construct buildings

- (G) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance. Borrow money, mortgage undertaking
- (H) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments. Make and accept bills, &c.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employés or ex-employés of the Company or its predecessors in business or the dependents of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds. Grant pensions and subscribe to charities
- (J) To lend money on any terms that may be thought fit, and particularly to customers or other persons or corporations having dealings with the Company, and to give any guarantees which may be deemed expedient. Lend
- (K) To invest any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient. Invest
- (L) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or persons, firm or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect. Enter into partnership
- (M) To amalgamate with any other company or companies. Amalgamate
- (N) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not, and to Sell or otherwise deal with undertaking

improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

Distribute assets in specie

Act as and through agents, trustees, &c.

(O) To distribute any of the Company's property among the members in specie.

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

(Q) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by billposting, by circulars, by purchasing and exhibiting of works of art or interest, by publication of books and periodicals, by granting prizes, rewards, and donations, by trade and general exhibitions, by cookery lectures and demonstrations, or by any other means which may be thought desirable.

Generally do all things conducive to above

(R) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

Liability of members

4. The liability of the members is limited.

Capital of Company

5. The share capital of the Company is £400,000, divided into 400,000 shares of £1 each.

Any of the shares in the original capital of the Company for the time being unissued, and 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 condition or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine.

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.
Robert Bland Bird The White House Solihull Warwickshire	One
Baronet M. P. Geoffrey Bird Blythe Hall Knowle Warwickshire Manufacturer	One
Oliver Bird Wood Lane Solihull Warwickshire Manufacturer	One
Christopher Alfred Bird Penfield House Barnt Green Worcestershire Manufacturer	One

Dated this *third* day of *February* 1925.

Witness to the ~~above~~ Signatures of *Mr Robert Bland Bird.*

A Bonner
Hall Porter
Carlton Club

Witness to the signatures of *Geoffrey Bird*
Oliver Bird and *Christopher Alfred Bird*

Hugh H. Parslake
Solicitor

R.B.B.
W.P.
J.C.



204570
6 FEB 1925



The Companies Acts 1908 to 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

ALFRED BIRD & SONS LIMITED.

TABLE A EXCLUDED.

Table A excluded

1. The regulations in Table A in the First Schedule to the Companies (Consolidation) Act 1908 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION.

Interpretation clause

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

WORDS.

MEANINGS.

Definitions

The Statutes	..	The Companies Acts 1908 to 1917, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles	..	These Articles of Association as originally framed or as altered from time to time by Special Resolution.
The Directors	..	The Directors for the time being of the Company.
The Office	..	The registered office for the time being of the Company.
The Seal	..	The common seal of the Company.
Month	..	Calendar month.

[Handwritten signatures and scribbles at the bottom of the page]

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the statutes shall, except where the subject or context forbids, bear the same meanings in these Articles. Expression in statutes to bear same meaning in Articles

VENDORS' AGREEMENT.

3. The Company shall, as speedily as possible after the incorporation of the Company, enter into an agreement under seal with Alfred Bird & Sons Limited (incorporated in 1900), and Arthur Axel Miller, the Liquidator thereof, in the terms of the agreement referred to in the Memorandum of Association, with such (if any) modifications or alterations as may be agreed upon, whether before or after the execution thereof, and shall carry the same into effect. It is hereby expressly declared that the validity of the said agreement or of any such modification thereof as aforesaid shall not be impeached on the ground that any Director, member or Liquidator of the vendors' company, as a promoter, Director or otherwise, stands in a fiduciary relation to the Company, and every person who shall at any time become a member of the Company shall be deemed to approve and confirm the said agreement with or without modification as aforesaid. Company to enter into agreement as set out in Memorandum of Association

SHARES.

4. The initial capital of the Company is divided into 400,000 ordinary shares of £1 each. Initial capital

5. The shares taken by the subscribers to the Memorandum of Association and those to be allotted pursuant to the above-mentioned agreement shall be duly issued by the Directors. Subject as aforesaid, the shares shall be under the control of the Directors, who may allot and issue the same (subject always to Articles 6 and 53 hereof) to such persons on such terms and conditions and at such times as the Directors think fit. How shares to be issued

6. The Company is a Private Company, and accordingly (A) no invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company; (B) the Private Company

**PLEASE NOTE THAT
DUE TO THE POOR
QUALITY OF THE
FICHE SOME OF THE
FOLLOWING IMAGES
ARE ALSO OF POOR
QUALITY.**

number of the members of the Company, exclusive of persons who are in the employment of the Company, and of persons who (having been formerly in the employment of the Company) were while in that employment and have continued since the determination of such employment to be members of the Company, shall be deemed to be, provided that, for the purposes of this provision, where two or more persons hold or have shared in the Company jointly or shall be treated as a single member, and (in the right of shares in the Company) shall be permitted in manner hereinafter appearing. If the Company shall at any time be deemed to be a Public Company, the minimum subscription shall be for the purpose of any offer or allotment of shares to which Section 26 of the Companies (Consolidation) Act 1908 applies the same share.

7. The Company may pay to any person in commission for acquisition of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company: Provided that such commission shall not exceed 5 per cent. of the nominal amount of such shares or an amount equivalent to such percentage, and the requirements of Sections 24, 25 and 29 of the Companies (Consolidation) Act 1908 shall be observed.

8. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 27 of the Companies (Consolidation) Act 1908, and may charge the same on capital as part of the cost of the construction of the works, buildings or plant.

9. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

10. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by statute required or pursuant to any order of Court.

Executed, and
attested in presence

As witness

11. Every member shall be entitled, without payment, to receive within two months after allotment or registration of transfer (unless the conditions of issue provide for a longer interval) one certificate under the seal for all the shares registered in his name, specifying the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon: Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Every certificate shall be signed by one Director and countersigned by the Secretary or some other person nominated by the Directors for the purpose.

Registered member
entitled to share
certificate

12. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding one shilling as the Directors may from time to time require.

New certificate
may be issued

LIEN.

13. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

Company to have
lien on shares and
dividends.

14. If at any time the Company shall be assessed for super-tax under the provisions of the Finance Act 1922, Section 21, then such super-tax when paid by the Company shall be refunded to the Company by the members on whose behalf the same is paid in the proportions in which such members are respectively liable, and the Company shall have a similar lien upon the shares and dividends of such members in respect of such super-tax so paid as aforesaid, as is given to the Company by Article 13.

15. The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such

Lien may be
enforced by sale
of shares

lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.

Application of proceeds of sale

16. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

Directors may enter purchaser's name in share register

17. Upon any such sale as aforesaid, the Directors may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Member not entitled to privileges of membership until all calls paid

18. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

CALLS ON SHARES.

Directors may make calls

19. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call, and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any), and at the times and places appointed by the Directors.

When call deemed made

20. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

Liability of joint holders

21. The joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof.

Interest on unpaid call

22. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount

of the call or instalment at such rate not exceeding 10 per cent. per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

23. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles shall apply as if such sum were a call duly made and notified as hereby provided.

Sums payable on allotment deemed a call

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

Difference in calls

25. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

Calls may be paid in advance

TRANSFER OF SHARES.

26. Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in writing in the usual common form, or in such other form as the Directors shall from time to time approve, and must be left at the office, accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

Shares to be transferable

27. Any share may be transferred at any time by a member to any lineal descendant of such member; and any share of a deceased member may be transferred by his executors or administrators to any such descendant as aforesaid of such deceased member, being a *cestui que* trust or specific legatee thereof, and

Transfer of shares to members of family

Shares standing in the name of any deceased member may be transferred to or placed in the names of the trustees of his will, and upon any change of trustees may be transferred to the trustees for the time being of such will. A share may at any time be transferred to any member of the Company.

~~Section 27~~

27. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

~~Section 28~~

28. Save as hereby otherwise provided, no share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at the fair value, which shall be determined as hereinafter provided.

~~Section 29~~

29. In order to ascertain whether any member is willing to purchase a share at the fair value, the person, whether a member of the Company or not, proposing to transfer the same (hereinafter called "the selling member") shall give a notice in writing (hereinafter described as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers of the shares which the selling member desires to sell, and shall constitute the Company the agent of the selling member for the sale of such shares to any member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

~~Section 30~~

30. If the Company shall within twenty-eight days after service of a sale notice that a member willing to purchase any shares comprised therein (hereinafter described as a "purchasing member") and shall give notice thereof to the selling member, the selling member shall be bound upon payment of the fair value or tender the share to such purchasing member, who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice. The Directors shall, with a view to finding a purchasing member, offer any shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer if not accepted will be deemed to be declined; and the Directors shall make such arrangements as may be necessary for the finding of a purchasing member for any shares not accepted by a member to whom they shall have been so offered or offered within the time so limited as they shall think just and reasonable.

~~Section 31~~

31. The Auditor of the Company shall, upon the application of either the selling member or the purchasing member, certify

in writing the sum which, in his opinion, is the fair value of each of the shares of the Company comprised in a ~~transfer~~ notice, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Act 1889 shall not apply.

Robt's 1889
1889

Company may complete sale if retiring member make default

33. In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may execute a transfer in his name and may give a good receipt for the purchase price of such shares, and may register the purchasing member as holder thereof and issue to him a certificate for the same and thereupon the purchasing member shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

34. If the Directors shall not, within the space of twenty-eight days after service of a sale notice, find a purchasing member for all or any of the shares comprised therein and give notice in manner aforesaid, or if, through no default of the retiring member, the purchase of any shares in respect of which such last-mentioned notice shall be given shall not be completed within twenty-one days from the service of such notice, the retiring member shall, at any time within six months thereafter, be at liberty, subject to Article 37 hereof, to sell and transfer the shares comprised in his sale notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price.

If Company does not find purchaser member may sell as he pleases within six months

35. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Transfers to be executed by both parties

36. The Company shall provide a book to be called the "Register of Transfers" which shall be kept by the Secretary under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

Company to provide and Secretary to keep register

37. The Directors may, in their discretion, refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable in the interest of the Company to admit

Directors may refuse to register in certain cases

to membership, but such right of refusal shall not be exercisable in the case of any transfer made pursuant to Article 27, except for the purpose of ensuring that the number of members does not exceed the limit prescribed by Article 6. The Directors may refuse to register any transfer of shares on which the Company has a lien.

Transfer fee

38. Such fee, not exceeding two shillings and sixpence for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer.

Register of transfers may be closed

39. The register of transfers shall be closed during the fourteen days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.

TRANSMISSION OF SHARES.

On death of member survivor or executor only recognised

40. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

Persons becoming entitled on death or bankruptcy of member may be registered

41. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member, or otherwise by operation of law, may, upon producing such evidence of title as the Directors shall require, with the consent of the Directors (which they shall be entitled to withhold without assigning any reason therefor), be registered himself as holder of the share, or, subject to the provisions as to transfers herein contained, transfer the same to some other person.

Person entitled may receive dividends vote, &c., without being registered as member

42. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, and he shall have the same rights as the deceased or bankrupt member could, if he had not died or become bankrupt, have exercised in respect of it to receive notices of, and to attend and vote at meetings of the Company, but, save as aforesaid, he shall not be entitled to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share.

FORFEITURE OF SHARES.

43. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding 10 per cent. per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

Directors may require payment of call with interest and expense

44. The notice shall name a further day (not earlier than the expiration of seven days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

Notice requiring payment to contain certain particulars

45. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

On non-compliance with notice shares forfeited on resolution of Directors

46. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Notice of forfeiture to be given and entered in register of members

47. Notwithstanding any such forfeiture as aforesaid the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of

Directors may allow forfeited share to be redeemed

payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

Shares forfeited
belong to Company

48. Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold or re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit.

Holders of forfeited
shares liable for
call made before
forfeiture

49. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay, and shall forthwith pay, to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon at the rate of not exceeding £10 per cent. per annum, to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

Consequences of
forfeiture

50. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the statutes given or imposed in the case of past members.

Title to forfeited
share

51. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

ALTERATIONS OF CAPITAL.

52. The Company may so far alter the conditions of its Memorandum of Association as by Ordinary Resolution—

Company may alter its capital in certain ways

- (A) To consolidate and divide its share capital into shares of larger amount than its existing shares, or
- (B) To cancel any shares not taken or agreed to be taken by any person ;

and by Special Resolution—

- (C) To divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the statutes, and so that as between the resulting shares, one or more of such shares may by the resolution by which such sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others, or any other of such shares, or
- (D) To reduce its capital in any manner authorised and subject to any conditions prescribed by the statutes.

INCREASE OF CAPITAL.

53. The Company in General Meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the General Meeting resolving upon such increase directs.

Company may increase its capital

54. Unless otherwise determined by the Directors, or by the General Meeting authorising an increase of capital, any original shares for the time being unissued, and any new shares from time to time to be created, shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the

Unissued and new shares to be first offered to members unless otherwise determined

expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to 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.

New shares to be ordinary capital unless otherwise provided

55. Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original ordinary share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

MODIFICATION OF CLASS RIGHTS.

Right to vary or amend

56. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may, from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. No such separate meeting of the members of that class shall constitute a meeting of the Company and no such meeting shall be necessary for the purpose of giving effect to any such modification, variation, extension or surrender of rights, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital of that class or such part of the issued shares of the class.

GENERAL MEETINGS

Right to call

57. The ordinary General Meeting shall be held in such time within not less than one month nor more than three months after the termination of the Company, and at such place as the Directors may determine. The resolutions of such meeting of the Company shall be binding on the Company, and shall be subject to the provisions of these Articles.

Subsequent General Meeting

58. Subsequent General Meetings shall be held on such day or days as may be determined by the Directors, and so that not more than three months shall elapse between any two Annual General Meetings.

59. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

Ordinary and
Extraordinary
Meetings

60. The Directors may call an Extraordinary Meeting whenever they think fit.

Directors may call
Extraordinary
Meeting

61. The Directors shall call an Extraordinary Meeting whenever a requisition in writing, signed by members of the Company holding in the aggregate not less than one-tenth in amount of the issued capital of the Company upon which all calls or other sums then due shall have been paid up, and stating fully the objects of the meeting, shall be deposited at the office. Such a requisition may consist of several documents in like form, each signed by one or more requisitionists.

Members may
requisition
Directors to call
Extraordinary
Meeting

62. If the Directors do not proceed to convene a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

If Directors neglect
to call meeting
requisitionists may
call it

63. If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution and, if thought fit, of confirming it as a Special Resolution, and if the Directors do not convene such further meeting within seven days from the date of the passing of the first resolution, the requisitionists, or a majority of them in value, may themselves convene the meeting. All meetings convened by requisitionists under this or the preceding Article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

Directors must
convene
confirmatory
meeting or
requisitionists may
call in case of
neglect

64. Seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members as are under the provisions of these Articles entitled to receive notices from the Company: Provided that the accidental omission to give such notice to, or the non-receipt of such notice by, any such member shall not invalidate any resolution passed or proceeding had at any such meeting, and, with the consent of all the members for the time being entitled to receive notices of meetings, a meeting may be convened upon a shorter notice and in such manner as such members may approve. Whenever a special resolution is proposed to be

Notice of meeting

submitted, the two meetings may be convened by a single notice, and the second meeting may be thereby convened conditionally on the resolution being passed by the requisite majority at the first meeting.

PROCEEDINGS AT GENERAL MEETINGS.

Special business

65. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the ordinary reports of the Directors and Auditors, and the fixing of the remuneration of the Auditors.

Members may submit resolution to meeting on giving notice to Company

66. Any member entitled to be present and vote at a meeting may submit to any General Meeting any resolution which is relevant to the objects of the meeting, provided that at least the prescribed time before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution, and stating his intention to submit the same. The prescribed time above mentioned shall be such that, between the date on which the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than four nor more than fourteen intervening days.

Secretary to give notice to members

67. Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued, include in the notice of the meeting, and shall in any other case issue as quickly as possible to the members entitled to notice of the meeting, notice that such resolution will be proposed.

No business to be transacted unless quorum present

How quorum to be ascertained

68. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be members personally present, not being less than three, and holding or representing by proxy not less than one tenth part of the issued share capital of the Company.

If quorum not present meeting adjourned or dissolved

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

70. The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

Chairman of Board
to preside at all
meetings

71. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. Except as provided by the Statutes in the case of the Statutory Meeting, no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Notice of
adjournment
to be given

72. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman (being a person entitled to vote) or by at least two members, or by any member present in person or by proxy and holding not less than one twentieth part of the issued ordinary share capital of the Company, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

How resolution
decided

73. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Poll to be taken as
Chairman shall
direct

74. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

No poll in certain
cases

75. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a further or casting vote.

Chairman to have
casting vote

Business to be continued if poll demanded

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

VOTES OF MEMBERS.

Member to have one vote or one vote for every share

77. Subject and without prejudice to any special privileges or restrictions for the time being affecting any special class of shares for the time being forming part of the capital of the Company, every member shall have one vote on a show of hands and in case of a poll shall have one vote for every share of which he is the holder.

Votes of lunatic member

78. If any member be a lunatic, idiot or *non compos mentis*, he may vote by his committee, receiver, *curator bonis* or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.

Votes of joint holders of shares

79. If two or more persons are jointly entitled to a share then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members. Any one of several executors or administrators may vote in respect of the shares of the deceased member whom they represent.

Only members not indebted to Company in respect of shares entitled to vote

80. Save as herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, or to be reckoned in a quorum, at any General Meeting.

How votes may be given and who can act as proxy

81. Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. No person shall act as a proxy, except for a corporation, who is not entitled to be present and vote in his own right.

Instrument appointing proxy to be in writing

82. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly

authorised in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.

83. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a notari- ally certified copy thereof, shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

Instrument appointing a proxy to be left at Company's office

84. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

Form of proxy

" ALFRED BIRD & SONS LIMITED.

" I, _____, a member of
 " of _____, and entitled to
 " ALFRED BIRD & SONS LIMITED, and entitled to
 " votes, hereby appoint _____,
 " of _____, another member
 " of the Company, and failing him _____,
 " _____, of _____,
 " _____, another member of the
 " Company, to vote for me and on my behalf at the
 " [Statutory, Ordinary, Extraordinary or Adjourned,
 " as the case may be] General Meeting of the
 " Company to be held on the _____ day of
 " _____ and at every adjournment
 " thereof.

" As witness my hand this _____ day of _____ 19 ____."

DIRECTORS.

85. Until otherwise determined by a General Meeting, the number of Directors shall be not less than three nor more than seven. The first Directors shall be Sir Robert Bland Bird, Bart., M.P., and Messrs. Geoffrey Bird, Oliver Bird and Christopher Alfred Bird, and each of them shall, subject to Article 90, be entitled to hold office so long as he lives and is the registered holder of not less than 1,000 ordinary shares in the Company, and shall be called a "permanent Director." Every such Director may act before acquiring his qualification, but shall acquire the same within two months after the registration of the Company.

Appointment and number of Directors

86. The Directors shall have power from time to time and at any time to appoint additional Directors, provided that the

Power to add to Directors

total number of Directors shall not exceed the prescribed maximum. Any Director so appointed shall retire from office at the next General Meeting, but shall be eligible for re-election.

Director's
qualification

87. The qualification of a Director, not being a permanent Director (hereinafter called an "ordinary Director"), shall be the holding in his own right alone, and not jointly with any other person, of shares in the Company to the nominal value of £500, and this qualification shall be acquired within two months after appointment.

Permanent Director
when to become
ordinary Director

88. Any permanent Director who ceases to be such through ceasing to hold the prescribed number of shares shall, if qualified as an ordinary Director, thereupon become and be an ordinary Director.

Directors'
remuneration

89. The Directors shall be paid out of the funds of the Company by way of remuneration for their services, such amount as the Company may from time to time in General Meeting determine. Such remuneration may be divided between the Directors as they determine, and shall be exclusive of the sums paid by way of salary or remuneration to any Managing Director or Managing Directors. The Directors shall be entitled to be repaid all travelling and hotel expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to or from Board Meetings. Any Director may also from time to time be paid by the Directors such special remuneration as they shall think fit in respect of any special services rendered to or work undertaken for the Company. Any Director may also be appointed to act as agent for the Company, and shall be entitled to receive such payment by way of commission or otherwise as may be agreed upon between him and the Directors.

Office of Director
vacated in certain
cases

90. Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he be found lunatic or become of unsound mind.
- (C) If he ceases to be a Director under the provisions of the statutes as to the acquiring and holding by Directors of their qualifications.
- (D) If he absents himself from the meetings of the Board during a continuous period of six months without

special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated his office.

(E) If by notice in writing given to the Company he resigns his office.

Handwritten initials: RMB, BB, and others.

91. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director and on such terms as to remuneration and otherwise as the Directors shall arrange.

MANAGING DIRECTORS.

92. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes.

Directors may appoint Managing Director

93. A Managing Director shall not while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director, he shall ipso facto and immediately cease to be a Managing Director.

Special position of Managing Director

POWERS AND DUTIES OF DIRECTORS.

94. The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes, and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting, but no regulation made by

Business of Company to be managed by Directors

the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Limit to Directors' borrowing powers

95. The amount for the time being remaining undischarged of moneys borrowed or raised by the Directors for the purposes of the Company (otherwise than by the issue of share capital) shall not at any time exceed the nominal amount of the issued share capital for the time being of the Company without the sanction of the Company in General Meeting; but no lender shall be bound to see that this limit is observed.

Continuing Directors may act to fill vacancies or summon meetings

96. The continuing Directors may act at any time notwithstanding any vacancy in their body: Provided always that in case the Directors shall at any time be reduced in number to less than three it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting of the Company, but not for any other purpose.

Directors to comply with the statutes

97. The Directors shall duly comply with the provisions of the statutes, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of members, keeping a register of Directors and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual list of members and summary, together with the certificates required by Section 1, Sub-section (3), of the Companies Act 1913, the particulars required by the Companies (Particulars as to Directors) Act 1917, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of Special and Extraordinary Resolutions and other particulars connected with the above.

Director may contract with Company

98. A Director may contract with and be interested in any contract or arrangement made with the Company, and shall not be liable to account for any profit made by him by reason of any such contract or arrangement, provided that the precise nature of the interest of the Director in such contract or arrangement be declared to the Board before or at the time the same is entered into or at the first Board Meeting after such interest is acquired. Except as regards the agreement mentioned in Article 3 hereof or any matter arising thereout, no Director shall vote as a Director in respect of any contract or arrangement in which he shall be interested, but this prohibition shall not apply to any contract or arrangement for giving to a Director security for any advance made or guarantee given by him to or for the benefit of the Company, or to any allotment or proposed allotment of shares or

... or to any contract or arrangement for the employment of a Director as agent for the Company, and it may at any time be suspended or relaxed by the Company in General Meeting.

ROTATION OF DIRECTORS.

99. Subject to the provisions of these Articles, one-third of the ordinary Directors for the time being (if any), or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office at the Ordinary General Meeting in 1925, and in every subsequent year.

One-third of Directors to retire at Ordinary Meeting

100. The Directors to retire shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall, in the absence of agreement, be selected from among them by lot. A retiring Director shall be eligible for re-election, and shall act as a Director throughout the meeting at which he retires.

Senior Directors to retire. Retiring Director re-eligible

101. Subject as hereinafter provided, the Company shall, at the meeting at which any Director shall retire in manner aforesaid, fill up the vacated office by electing a person thereto, and may, without notice in that behalf, fill up any other vacancies.

Office to be filled at meeting at which Director retires

102. No person, not being a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for the office of Director at any General Meeting, unless, not less than the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than seven nor more than fourteen intervening days.

Members eligible for office of Director if prescribed notice and consent lodged at office

103. Subject as herein provided, if at any meeting at which an election of Directors ought to take place, the places of the retiring Directors, or some of them, are not filled up, the retiring Directors, or such of them as have not had their places filled up, shall, if willing to act, be deemed to have been re-elected.

If places not filled up retiring Directors deemed re-elected

104. The Company may from time to time in General Meeting increase or reduce the number of Directors, and determine

Number of Directors may be increased or reduced

in what rotation such increased or reduced number shall go out of office, and may make any appointments necessary for effecting any such increase as aforesaid.

Casual vacancy in Board to be filled by Directors

105. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

Ordinary Director may be removed by Extraordinary Resolution

106. The Company may by Extraordinary Resolution remove any ordinary Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another Director in his stead; but any person so appointed shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

PROCEEDINGS OF DIRECTORS.

Meeting of Directors

107. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

Quorum

Casting vote of Chairman

Director may call meeting of Board

108. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

Chairman of Directors

109. The Directors may from time to time elect a Chairman who shall preside at meetings of the Directors, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

Power for Directors to appoint committees

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

Chairman of committees

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

112. A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote. Meetings of committees

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

114. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated. Minutes to be made and when signed by Chairman to be conclusive evidence

115. A resolution in writing signed by not less than two-thirds of the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Resolution signed by Directors to be valid

THE SEAL.

116. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, and such Director and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. The Company may exercise the powers of Section 79 of the Companies (Consolidation) Act 1908, and such powers are accordingly hereby vested in the Directors. Seal to be affixed by authority of resolution of Board and in the presence of one Director and Secretary

SECRETARY.

117. The said Oliver Bird shall be the first Secretary of the Company. The Directors may from time to time, by resolution, appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment. Secretary

DIVIDENDS AND RESERVE FUND.

Application of
profits

118. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls.

Declaration of
dividends

119. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive.

Directors may form
reserve fund and
invest

120. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company ~~or for repairing or maintaining any works connected with the Company~~ or for repairing, maintaining, improving, extending or developing any works connected with the business of the Company, or shall, with the sanction of the Company in General Meeting be, as to the whole or in part, applicable for equalising dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interests of the Company.

121. In addition and without prejudice to the powers hereinbefore conferred upon them with reference to a reserve fund, the Directors may set aside out of the earnings or profits made in any financial year before declaring or recommending any dividend such a sum as they may deem necessary or desirable in the interests of the Company as an internal reserve or as an addition to such internal reserve when formed, which internal

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reserve shall be held upon the terms and for the purposes following, that is to say:—

- (A) The internal reserve shall be separate from the reserve fund under Article ~~140~~^{140A} and need not be shown in or disclosed by any report or balance sheet submitted to the shareholders, and the Directors need not give any information to the shareholders as to the amount, investment or application thereof or otherwise in relation thereto either in their report or in such balance sheet or otherwise.
- (B) Such internal reserve may be invested upon such investments (other than the shares of the Company) as the Directors may in their absolute discretion think fit, without being liable for any depreciation of or loss in consequence of such investments.
- (C) Such internal reserve may be used and applied at the discretion of the Directors for any of the purposes of the Company (including contribution to the annual profits of the Company and the purposes for which the ordinary reserve fund is available under Article ~~140~~^{140A}) or for any other purpose which is incidental or conducive to the attainment of any of the objects of the Company.
- (D) The Directors shall keep full accounts of the internal reserve and of the investments or application thereof, and the Auditors of the Company shall at all times have access to such accounts, together with all other books, accounts and vouchers of the Company. It shall be the duty of the Auditors to report to the shareholders any irregularity in the investment or application of the internal reserve in accordance with the provisions hereinbefore contained, but subject to Sub-clause (E) next following, the Auditors shall not disclose either the amount of the internal reserve or any other information concerning the same or the investment or application thereof.
- (E) Nothing contained in this Article or in any other provision of these Articles shall prejudice or affect the rights, powers or duties of the Directors or Auditors of the Company or the rights or privileges of the members under any of the provisions of the statutes.

122. Every dividend warrant may be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the register of members as the owner of

Dividend warrants
to be sent to
members by post

Unpaid dividends
not to bear interest

any share, or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

CAPITALISATION.

123. The Company in General Meeting may at any time, and from time to time, pass a resolution to all or any of the following effects, namely:—

- (A) That any sum forming part of the undivided profits standing to the credit of all or any of the Company's reserves or reserve funds or being undivided net profits in the hands of the Company, whether already carried to any internal or other reserve or otherwise, and available after due provision for any fixed preferential dividends, be capitalised.
- (B) That the whole or any part of any such sum be distributed as a capital appropriation amongst the holders of the ordinary shares of the Company for the time being in proportion to the capital paid up or credited as paid up on the ordinary shares held by them respectively.
- (C) That the Directors be authorised and directed to complete and carry into effect any such appropriation by distributing amongst the holders of the ordinary shares for the time being ordinary or other shares of the Company for the time being unissued, credited for all purposes as fully paid up, or fully-paid debentures or debenture stock, to an amount equivalent in nominal value to the sum so capitalised, and that the sum so capitalised be applied in paying up in full such shares, debentures or debenture stock accordingly.

Any resolution so passed shall be effective, and pursuant thereto the Directors shall allot, issue and distribute such unissued shares, debentures or debenture stock, credited as fully paid up as aforesaid, in accordance with the resolution, and to the persons entitled thereto, or their nominees, if the Directors think fit, and in all other respects carry the same resolution into effect, and where any difficulty arises in respect of such distribution the Directors may settle the same as they think expedient, and in particular they may fix the time from which any such shares will rank for dividend, issue fractional certificates, fix the value for distribution of any fully paid or partly-paid ordinary or other shares or assets, make cash payments to any holder of ordinary shares on the footing of the value so fixed, in order to adjust

rights, vest any shares, debentures or debenture stock in trustees upon such trusts for the persons entitled to participate in such capital appropriation or any part thereof, or otherwise deal with any questions which may arise in connection with such appropriation and distribution, as may seem expedient to the Directors, and prior to allotment the Directors may authorise any person on behalf of the persons so entitled to enter into an agreement with the Company providing for the allotment and acceptance of any such shares as aforesaid to and by such persons, and any agreement made under such authority shall be effective, with a view to such agreement being filed pursuant to Section 88 of the Companies (Consolidation) Act 1908.

ACCOUNTS.

124. The Directors shall cause true accounts to be kept—

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

Accounts to be kept

The books of account shall be kept at the office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.

Books to be kept at registered office

125. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Directors, or by a resolution of the Company in General Meeting.

Accounts and books may be inspected by members

126. A balance sheet shall be made out in every year and laid before the Company in General Meeting, made up to a date not more than three months before such meeting. The balance sheet shall have attached thereto the Auditors' report and shall be accompanied by a report of the Directors as to the state of the Company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve fund. The Auditors' report shall be read before the Company in General Meeting as required by Section 113 of the Companies (Consolidation) Act 1908.

Balance sheet to be made out yearly

AUDIT.

127. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor

Accounts to be audited

or Auditors, and the provisions of Sections 112 and 113 of the Companies (Consolidation) Act 1908 in regard to Audit and Auditors shall be observed.

NOTICES.

Service of notices
by Company

128. A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members.

How joint holders
of shares may be
served

129. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.

Members abroad
not entitled to
notices unless they
give address

130. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Notices in case
of death or
bankruptcy

131. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in the United Kingdom supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

When service
effected

132. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

How time to be
counted

133. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, but the day upon which such notice shall expire shall not, be counted in such number of days or other period.

INDEMNITY.

Directors and other
officers to be
indemnified against
all damages except
such as they may
incur by wilful
neglect and default

134. The Directors, Auditors, Secretary and other officers for the time being of the Company, and any trustees for the time being

acting in relation to any of the affairs of the Company, and their heirs, executors and administrators respectively, shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and no such officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustee, or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any bankers or other persons with whom any moneys or effects belonging to the Company may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested, or for any other loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his office or trust unless the same shall happen through the wilful neglect or default of such officer or trustee.

WINDING UP.

135. If the Company shall be wound up, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 192 of the Companies (Consolidation) Act 1908. A Special Resolution sanctioning a sale to another company duly passed pursuant to the said section may in like manner determine that any shares or other consideration receivable by the Liquidators be distributed amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members subject to the right of dissent and consequential rights conferred by the said section.

Distribution of
assets in specie

136. If the Company shall be wound up, the surplus assets shall (subject to any rights attached to any special class of shares forming part of the capital for the time being of the Company) be applied, first, in repayment of the capital paid up or credited as paid up on the ordinary shares, and the excess (if any) shall be distributed among the members holding ordinary shares in proportion to the number of ordinary shares held by them respectively at the commencement of the winding up.

Distribution of
assets

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Robert Bland Bird
 The White House Solihull
 Warwickshire
 Baronet M. P.

Geoffrey Bird
 Bell Hill Hall
 Knowle
 Warwickshire
 Manufacturer

Oliver Bird
 Wood Lawn Solihull Warwickshire
 Manufacturer

Christopher Alfred Bird
 Pinfield House
 Baint Green
 Worcestershire Manufacturer

Dated this *third* day of *February* 1925.

Witness to the ~~above~~ Signature ^{of} Robert Bland Bird.

A Bonner
 Hall Porter
 Carlton Club

Witness to the Signatures of Geoffrey Bird
 Oliver Bird and Christopher Alfred Bird

Hugh B. Carslake
 Solicitor
 Birmingham

RRB
 CB
 1/2
 103

No. 203663



Certificate of Incorporation

I Hereby Certify, That the

ALFRED BIRD & SONS 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 sixth day of February One

Thousand Nine Hundred and Twenty-five.

Fees and Deed Stamps £ 45:5:0.

Stamp Duty on Capital £ 4,000.

A. E. Campbell-Taylor
Registrar of Joint Stock Companies.

Certificate received by

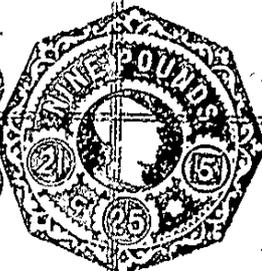
Alfred Bird & Sons

London

Date

6/27/15

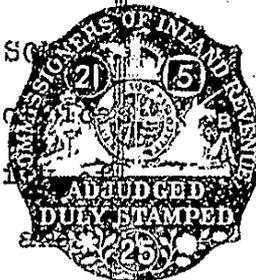
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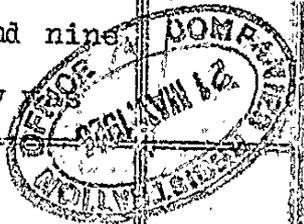
the Agreement referred to in the Memorandum of Association of Alfred Bird & Sons Limited

day of *February* One thousand nine hundred and twenty five BETWEEN ALFRED BIRD & SONS LIMITED (Incorporated in 1900) whose registered offices are situate at Devanshire Works Deritend in the City of Birmingham (hereinafter called "the Old Company") and ARTHUR AXEL MILLER of 39 Waterloo Street in the City of Birmingham Chartered Accountant the Liquidator thereof (hereinafter called "the Liquidator" which expression shall where the context so admits include the Liquidators for the time being of the Old Company) of the one part and ALFRED BIRD & SONS LIMITED (Incorporated in 1925) (hereinafter called "the New Company") of the other part



WHEREAS the Old Company was incorporated in the year One thousand nine hundred under the Companies Acts 1862 to 1893 with a nominal Capital of Three hundred thousand pounds divided into Thirty thousand ordinary shares of Five pounds each and Thirty thousand Preference shares of Five pounds each

AND WHEREAS by a Special Resolution of the Old Company passed and confirmed at Extraordinary General Meetings thereof held respectively on the Twenty eighth January One thousand nine hundred and eight and on the Thirteenth February One thousand nine hundred and eight the Capital of the Old Company



250

increased to Four hundred thousand pounds by the creation of Twenty thousand further Ordinary Shares of Five pounds each

A N D WHEREAS the whole of the said Fifty thousand Ordinary and Thirty thousand Preference shares have been issued and the sum of Five pounds per share stands credited in the books of the Old Company as having been paid up thereon

A N D WHEREAS by Special Resolutions of the Old Company passed and confirmed at Extraordinary General Meetings thereof held respectively on the Fifteenth day of January One thousand nine hundred and twenty five and the Thirty first day of January One thousand nine hundred and twenty five it was resolved inter alia (1) THAT it was desirable to reconstruct the Old Company and accordingly that the Old Company should be wound up voluntarily and that the Liquidator should be appointed Liquidator for the purposes of such winding up (2) THAT the Liquidator should be and he was thereby authorised to consent to the registration of a New Company to be named "Alfred Bird & Sons Limited" with Memorandum and Articles of Association as therein mentioned and (3) THAT the draft Agreement in the said Resolution referred to (being the draft of these presents) should be thereby approved and that the Liquidator should be thereby

authorised pursuant to Section 192 of the Companies (Consolidation) Act 1908 to enter into an agreement with such New Company (when incorporated) in the terms of the said draft and to carry the same into effect with such modifications (if any) as he might deem expedient

A N D WHEREAS pursuant to the Resolutions aforesaid the New Company has since been incorporated under the Companies Acts 1908 to 1917 with a nominal Capital of Four hundred thousand pounds divided into Four hundred thousand shares of one pound each

A N D WHEREAS by the Articles of Association of the New Company it is provided that the New Company shall forthwith enter into the Agreement therein referred to being these presents

N O W I T I S H E R E B Y A G R E E D as follows:

1.

THE Old Company and the Liquidator shall transfer and the New Company shall take over as on and from the Thirty first day of January One thousand nine hundred and twenty five (hereinafter called "the date of sale") and at the values at which they appear in the books of the Old Company on that date ALL and SINGULAR the lands buildings letters patent and patent rights fixed and loose plant and machinery stock in trade and things in action of the Old Company and the undertaking business and goodwill thereof and

3.

27

all trade marks connected therewith (but excepting all book and other debts owing to the Old Company on the date of sale and all cash in hand and at the Bank, bills and notes and investments belonging to the Old Company on the date of sale) with the full benefit of all contracts and agreements current on the date of sale in connection with the said business and of all securities in respect of the said things in action (excepting as aforesaid) to the benefit of which the Old Company was entitled on the date of sale

2. THE New Company shall undertake to adopt perform and fulfill all contracts and agreements now binding on the Old Company and shall at all times keep the Old Company and the Liquidator indemnified against such contracts and agreements and against all actions proceedings costs damages claims and demands in respect thereof

3. THE Old Company undertakes to pay satisfy and discharge all debts liabilities and obligations of the Old Company whatsoever outstanding on the date of sale and will at all times keep the New Company indemnified against such debts liabilities and obligations and against all actions proceedings costs damages claims and demands in respect thereof And the Old Company further undertakes to pay satisfy and discharge in cash all claims of the preference shareholders of the

Old Company in the liquidation thereof in accordance with the rights given to them by the Memorandum and Articles of Association of the Old Company And further the Old Company will pay satisfy and discharge all the costs and expenses of and incidental to the winding up and dissolution of the Old Company and the distribution of its assets and of carrying the transfer to the New Company — into effect and also the costs charges fees duties and expenses of and incidental to the formation and registration of the New Company down to and including the first allotment of its shares

4.

AS the consideration for the said transfer every ordinary shareholder of the Old Company shall in respect of each ordinary share of Five pounds therein held by him be entitled as of right to claim an allotment to himself or herself of eight shares in the New Company of One pound each credited for all purposes as fully paid up and the New Company shall allot the shares so claimed

5.

A Member entitled to claim an allotment as aforesaid must claim the same within twenty one days from the date hereof or within such extended period as the Liquidator shall allow by sending in to the New Company a claim in writing for an allotment of the shares and such claim must be signed by the member making the same

6.

THE Liquidator shall within seven days from the date hereof give notice in writing to each member of the Old Company stating the number of shares which the member is entitled to claim as of right under this agreement and the situation of the Registered Office of the New Company and the time within which the claim for allotment as aforesaid must be sent in to the New Company and there must be enclosed therewith proper forms of claim addressed to the New Company for signature by the members. The Notice aforesaid shall in each case be given by sending the same through the post addressed to the member at his or her registered address as appearing on the Register of Members.

7.

AS regards that proportion of the said shares in the New Company which members of the Old Company other than dissentient members hereinafter mentioned shall be entitled to claim as aforesaid but shall not within the period of twenty one days before mentioned claim the Liquidator shall use his best endeavours to sell the same for what they will fetch and the net proceeds of sale thereof after paying all expenses of and incident to the sale shall be distributed rateably among the members who if they had claimed, would have been entitled to such shares in accordance with their

right and interests and in substitution for such shares the new Company shall upon the request of the Liquidator allot to such purchasers the shares sold to them respectively credited as aforesaid but such request to be effective must be made within six weeks from the date hereof

8.

IF the Liquidator shall in order to carry the said transfer into effect have occasion to purchase the interest of any member of the Old Company who shall effectually dissent from the Special Resolutions aforesaid in accordance with the provisions of Section 192 of the Companies (Consolidation) Act 1908 then and in every or any such case the New Company shall pay to the Liquidator for the purpose of effecting such purchase such sum, as, by Arbitration between the Old Company and such member or by agreement made with the sanction of the New Company between him and the Liquidator shall be determined to be the price payable in respect of such purchase

9.

THE New Company shall accept without investigation such title as the Old Company has to all the real and personal property and premises hereby agreed to be transferred

10.

THE Old Company and the Liquidator shall as soon as conveniently may be execute and do or procure to be executed and done at the expense of the Old Company

all such assurances and things as shall be reasonably required by the New Company, for vesting in it the said property hereby agreed to be transferred or any part thereof and giving to it the full benefit of this Agreement PROVIDED ALWAYS that the Old Company and the Liquidator shall have a lien upon the property hereby agreed to be transferred for all moneys (if any) payable by the New Company under Clause 8. hereof and until the same shall have been paid the Liquidator shall be at liberty to retain possession of all or any part of the said property and thereout at his discretion to raise and pay such moneys or any part thereof

11.

UNTIL the dissolution of the Old Company the New Company shall at its own expense produce and show at such times and to such persons and in such places as the Liquidator shall require all the books documents and papers of the Old Company agreed to be hereby sold

12.

THE New Company shall subject to the consent of the office and the completion of the transfer hereunder be entitled to the benefit of the current insurances of the premises

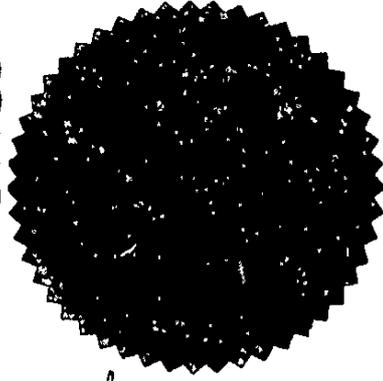
13.

THE New Company shall cause this Agreement and also a sufficient contract constituting the titles of the Allottees to the allotments of shares under Clause 3. hereof to be duly filed with the Registrar of Companies

pursuant to Section 88 of the Companies (Consolidation) Act 1908

I N WITNESS whereof the Liquidator has caused the Common Seal of the Old Company to be affixed to these presents and has hereunto set his hand and seal and the New Company have caused their Common Seal to be hereunto affixed the day and year first before written

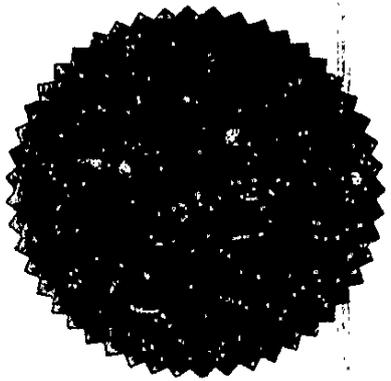
THE COMMON SEAL of ALFRED BIRD & SONS LIMITED)
was hereto affixed by the said ARTHUR AXEL)
MILLER the Liquidator of the said Company and)
these presents were thereupon SIGNED SEALED and)
DELIVERED by him in the presence of)



Hugh B. Caslake
Birmingham
Solicitor

A. Axel. Miller

THE COMMON SEAL of ALFRED BIRD & SONS LIMITED)
was hereunto affixed in the presence of)



Geoffrey Bird)
Ulver Bird)

DIRECTORS
SECRETARY

66009
DATED 16th

February

1925

ALFRED BIRD & SONS LTD.
and A. A. MILLER

- to -

ALFRED BIRD & SONS LTD.

A G R E E M E N T
with a view to the reconstruction of
the Old Company.

16th

16th

16th

Stamp 11/

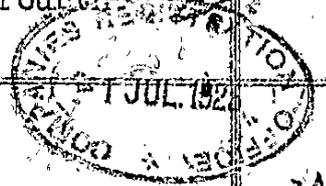
A N A G R E E M E N T made the *10th*
 day of *June* One thousand nine hundred and Tw
 five B E T W E E N ALFRED BIRD & SONS LI
 whose registered office is at Devonshire Works De
 in the City of Birmingham (hereinafter called "the new
 Company") of the first part ALFRED BIRD & SONS LIMITED
 (hereinafter called "the Old Company") and ARTHUR AXEL
 MILLER of Waterloo Street in the City of Birmingham
 Chartered Accountant the Liquidator of the Old Company
 of the second part and SIR ROBERT BLAND BIRD of
 the White House Solihull in the County of Warwick
 Baronet M. P. (a director of the new Company as Trustee
 for the Allottees) of the third part WHEREBY IT IS
 AGREED as follows:-



1.

PURSUANT to the Agreement (hereinafter called
 The Principal Agreement) dated the Tenth day of
 February One thousand nine hundred and Twenty Five and
 made between the Old Company and Arthur Axel Miller of
 the one part and the new Company of the other part which
 has been filed with the Registrar of Joint Stock Companies
 and to which this Agreement is intended to be a
 supplemental Agreement the new Company shall allot to
 each of the persons named in the first column of the
 Schedule hereto the number of One Pound Ordinary shares
 in the capital of the Company set aside his or her name
 in the third column of the said Schedule such shares
 bearing the serial numbers specified in the fourth

REGISTERED
 85927
 JUL 1925



Waterloo Plans Ltd

169

3A

column of the said Schedule

2. THE said shares shall as provided by the Principal Agreement be deemed for all purposes to be fully paid up and shall be treated as in full satisfaction of the shares to be allotted in accordance with clause 4 of the Principal Agreement

3. THIS Agreement shall be filed with the Registrar of Joint Stock Companies

IN WITNESS whereof the new Company and the old Company by Arthur Axel Miller as such Liquidator as aforesaid have caused their respective Common Seals to be hereunto affixed and the persons parties hereto have hereunto set their hands and seals the day and year first before written.

THE SCHEDULE hereinbefore referred to

Name	Address & Description	No. of ordinary shares to be allotted.	Distinctive numbers inclusive. from to	
Sir Robert Bland Bird	The White House Solihull Warwickshire Baronet M. P.	98800	1	98800
Geoffrey Bird	Blythe Hall Widney Knowle Warwickshire Gentleman	98464	98801	197264
Oliver Bird	Wood Lawn Solihull aforesaid Gentleman	98048	197265	295312

Name	Address & Description	No. of Ordinary shares to be allotted	Distinctive numbers from	to
Christopher Alfred Bird	Pinfield House Barnt Green Worcestershire Gentleman	98048	295513	29560
William Clark	OakLawn Ember Court Road Thames Ditton Surrey Gentleman	2504	397497	400000
Frank Hodson Clarke	Clahar Gardens Mullion Cornwall Gentleman	4136	393061	397496

THE COMMON SEAL of Alfred Bird & Sons Limited was hereunto affixed in the presence of

Jeffrey Bird
Christopher A Bird } Directors
Jeffrey Bird Secretary

THE COMMON SEAL of Alfred Bird & Sons Limited was hereunto affixed by the above named Arthur Axel Miller the Liquidator of the said Company and these presents were thereupon signed sealed and delivered by him in the presence of

V. Gill
 39 Waterloo Street, Birmingham.
 Clerk.

SIGNED SEALED and DELIVERED by the said Sir Robert Bland Bird Baronet M. P. in the presence of

Said Rolle
 17 Lupus Street, Ld. 1
 Secretary.

A Axel Miller

Robert B Bird

DATED *the 19th June* 1925

ALFRED BIRD & SONS LIMITED

with

ALFRED BIRD & SONS LIMITED
and its Liquidator

and

SIR R. B. BIRD BARONET M.P.

SUPPLEMENTAL AGREEMENT

for

ALLOTMENT OF SHARES

93

17.

THE COMPANIES ACTS, 1929.

COMPANY LIMITED BY SHARES.



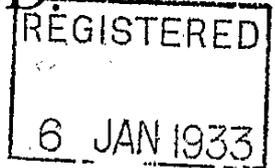
Handwritten signature

Special Resolution

(Pursuant to Section 117 (2))

OF

ALFRED BIRD & SONS LIMITED



At an EXTRAORDINARY GENERAL MEETING of ALFRED BIRD & SONS LIMITED, duly convened and held at Devonshire Works, in the City of Birmingham, on Friday, the 30th day of December, 1932, the following SPECIAL RESOLUTION was duly passed:—

"That the Articles of Association be altered in manner following:—

- (1) In Article 85 the word "ten" shall be substituted for the word "seven."
- (2) The following Article shall be substituted for Article 87:—
"A Director not being a permanent Director (hereinafter called "an Ordinary Director") need hold no qualification."

Dated this 30th day of December, 1932.

Alfred Bird

Secretary.

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Special Resolution

(Pursuant to Section 117 (2))

OF

ALFRED BIRD & SONS LIMITED

At an EXTRAORDINARY GENERAL MEETING of ALFRED BIRD & SONS, LIMITED, duly convened and held at Devonshire Works, Deritend, Birmingham, on Wednesday, the 11th day of September, 1935, the following SPECIAL RESOLUTION was duly passed:—

“THAT the Articles of Association of the Company be altered in manner following, namely:—

(a) Article 37 shall be deleted and the following new Article substituted therefore:—

“37. The Directors may decline to register any transfer of shares and shall not be bound to assign any reason therefore provided that such right of refusal shall not be exercisable in the case of any transfer made pursuant to Article 27 except for the purpose of ensuring that the number of Members does not exceed the limit prescribed by Article 6. The Directors may also refuse to register any transfer of shares on which the Company has a lien”.

(b) The words “and the election of Directors and other officers in the place of those retiring by rotation or otherwise” shall be added at the end of Article 65.

(c) Article 85 shall be deleted and the following new Article substituted therefore:—

“85. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than three nor more than ten. The present Directors of the Company are:—

Sir Robert B. Bird, Bart., M.P.

Mr. Geoffrey Bird.

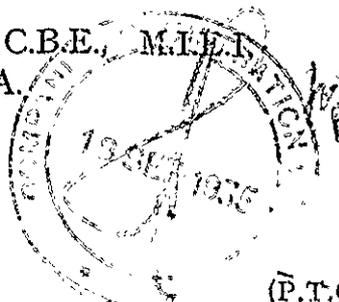
Capt. Oliver Bird, M.C.

Mr. Christopher A. Bird.

Lt.-Col. J. H. M. Greenly, C.B.E., M.I.E.E.

Mr. A. A. Miller, M.C., F.C.A.

Mr. A. S. Rinder.



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(d) Article 87 shall be deleted and the following new Article substituted therefore:—

"87. It shall not be necessary for a Director to hold any Share qualification.

(e) Article 88 shall be deleted.

(f) Paragraph (C) of Article 90 shall be deleted.

(g) Articles 99 and 100 shall be deleted and the following new Articles substituted therefore:—

"99. Subject to the provisions of these Articles as regards Managing Directors, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to one-third shall retire from office at the Ordinary General Meeting in each year.

"100. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires."

(h) Article 110 shall be deleted and the following new Article substituted therefore:—

"110. The Directors may delegate any of their powers to Committees whether consisting of such Member or Members of their body as they think fit, with power, if the Directors so determine, for any such Committee to sub-delegate to one or more of its members any of the powers delegated to it. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors."

(i) The following sentence shall be added at the end of Article 112:—

"The Meetings and proceedings of a Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations imposed by the Directors under or by the provisions of the preceding Articles."

Dated this 11th day of September, 1935.

Oliver Bird
Secretary.

No. 203663.

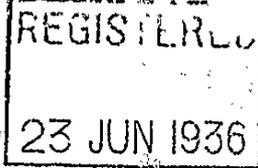
THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

Special Resolution
OF
ALFRED BIRD & SONS LIMITED

Passed 17th June, 1936.



At an EXTRAORDINARY GENERAL MEETING of ALFRED BIRD & SONS LIMITED, duly convened, and held on the 17th day of June, 1936, the following Special Resolution was duly passed:—

RESOLUTION:

That the regulations contained in the printed document submitted to the Meeting and, for the purpose of identification, subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.

Robert Bird

Chairman.



Presented for filing by-

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

~~PROPOSED~~ NEW
Articles of Association
OF
ALFRED BIRD & SONS
LIMITED.

(Adopted by Special Resolution passed on the 17th June, 1936.)

TABLE A.

1. The regulations in Table A in the First Schedule to the Companies Act, 1929, shall not apply to the Company. Table A excluded.

INTERPRETATION.

2. The marginal notes shall not affect the construction hereof. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

Interpretation
clause.

WORDS.	MEANINGS.
The Act ...	The Companies Act, 1929.
The Statutes ...	The Act and any Acts amending the same.
These presents ...	These Articles of Association as now framed or as from time to time altered by Special Resolution.
The Office ...	The Registered Office of the Company.

WORDS.	MEANINGS.
The Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
The Board	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
Month	Calendar month.
The Register	The Register of Members of the Company.
In writing	Written or produced by any substitute for writing, or partly written and partly so produced.

Words importing the singular number only shall include the plural number and *vice versa*, and

Words importing the masculine gender shall include the feminine gender, and

Words importing persons shall include corporations, and the expressions "Debenture" and "Debenture holder" shall include Debenture Stock and Debenture Stock holder and the expression "Secretary" shall include a temporary or assistant Secretary.

Reference herein to any provision of the Act shall be a reference to such provision as modified by any Statute for the time being in force.

Definitions in Statutes to apply to Articles.

3. Subject to the last preceding Article, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

PRIVATE COMPANY.

Private Company.

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

- (a) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have

continued after the determination of such employment to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this Article, be treated as a single Member.

- (b) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (c) The Company shall not have power to issue share warrants to bearer.
- (d) The right to transfer shares is restricted in manner hereinafter appearing.

BUSINESS.

5. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it shall think fit, and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

Business.

6. The Office shall be at such place in England as the Board shall from time to time appoint.

Situation of Office.

7. No part of the funds of the Company shall be employed in the purchase of, or in loans upon the security of, the Company's shares, except in the course of transactions mentioned in the proviso to Section 45 (1) of the Act.

Funds of Company not to be used for purchase of or loans on Company's shares.

SHARE CAPITAL.

8. The share capital of the Company at the date of the adoption of these presents is £400,000, divided into 400,000 Ordinary Shares of £1 each.

Share capital.

9. Subject to the provisions of Section 46 of the Act, any Preference Shares may, with the sanction of a Special Resolution, be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the

Power to issue redeemable Preference Shares.

Company, before the issue of such shares, shall by Special Resolution determine.

MODIFICATION OF RIGHTS.

How special rights attached to particular classes of shares may be affected.

10. If at any time the share capital is divided into different classes of shares, the special rights attached to any class of shares may, subject to the provisions of Section 61 of the Act, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of such holders, be varied, abrogated or affected. To every such separate General Meeting all the provisions of these presents relating to General Meetings or to the proceedings thereat shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the capital paid up or credited as paid up on the issued shares of the class, and that the holders of shares of the class shall, on a poll, have one vote for each share of the class held by them respectively, and that if at any adjourned meeting of such holders a quorum as above defined be not present, those of such holders who are present shall be a quorum.

When special rights not deemed to be affected.

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

SHARES.

Shares to be under control of Board.

12. Subject to the provisions of these presents, the shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with Section 47 of the Act.

Power to pay commissions.

13. The Company (or the Board on behalf of the Company) may exercise the powers of paying commissions conferred by Section 43 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid and the number of shares which persons have agreed for a commission to subscribe absolutely shall be disclosed in the manner required by the said Section, and that such commission shall not exceed the rate of 10 per cent. of the price at

which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

14. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company, or the Board on behalf of the Company, may, subject to the conditions and restrictions mentioned in Section 54 of the Act, pay interest on so much of such share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of plant.

Power to pay interest on share capital out of capital.

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

No trust or equities recognised.

16. Every person whose name is entered as a Member in the Register shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares, or several certificates each for one or more of his shares upon payment of such sum, not exceeding one shilling, for every certificate after the first, as the Board shall from time to time determine. Every certificate shall be under the Seal, shall bear the signatures of at least one Director and the Secretary or some other person appointed by the Board and shall specify the shares to which it relates and the amount paid up thereon. Provided that in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

Issue of share certificates.

17. If a share certificate be defaced, lost or destroyed it may be renewed on payment of such fee (if any) not exceeding one shilling

Renewal of share certificate.

and the same to be paid by the company as to the expenses of the company in the ordinary course of business.

LIABILITIES.

Company's liability

18. The company shall be liable for all the debts and liabilities of the company which are incurred by the company in the ordinary course of business and for all the debts and liabilities of the company which are incurred by the company in the ordinary course of business and for all the debts and liabilities of the company which are incurred by the company in the ordinary course of business.

Company's liability

19. The company shall be liable for all the debts and liabilities of the company which are incurred by the company in the ordinary course of business and for all the debts and liabilities of the company which are incurred by the company in the ordinary course of business and for all the debts and liabilities of the company which are incurred by the company in the ordinary course of business.

Company's liability

20. The company shall be liable for all the debts and liabilities of the company which are incurred by the company in the ordinary course of business and for all the debts and liabilities of the company which are incurred by the company in the ordinary course of business and for all the debts and liabilities of the company which are incurred by the company in the ordinary course of business.

Company's liability

21. The net proceeds of any such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the same (subject to the provisions hereinafter contained) are presently payable and any residue shall (subject to the provisions hereinafter contained) be paid to the person entitled by reason of the death or bankruptcy of the shareholder.

as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

CALLS ON SHARES.

22. The Board may from time to time make such calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the amount of the shares or by way of premium) and not, by the conditions of allotment thereof, made payable at fixed times, as it may think fit, and each Member shall (subject to the Company giving to him at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be made payable by instalments.

Board may make calls.

23. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed.

When call deemed made.

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

Liability of joint holders.

25. If a sum called in respect of a share be not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding ten per cent. per annum, as the Board may determine, but the Board shall be at liberty to waive payment of such interest wholly or in part.

Interest may be charged on unpaid call.

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

Sums payable by terms of issue deemed to be calls.

Difference in calls.

27. The Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

Payments in advance of calls.

28. The Board may, if it thinks fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be agreed upon between the Board and the Member paying such sum in advance.

TRANSFER OF SHARES.

Shares to be transferable.

29. Subject to such of the restrictions of these presents as may be applicable, and to the terms of any contract entered into with any particular Member or Members upon the issue of any particular share or shares, any Member may transfer all or any of his shares by transfer in writing in the usual common form or in any other form which the Board may approve.

Transfers to be signed by transferor and transferee.

30. The instrument of transfer of a share shall be signed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.

Transfer to members of family.

31. Subject to any contract as aforesaid, any share may be transferred at any time by a Member to any lineal descendant of such Member; and any share of a deceased Member may be transferred by his executors or administrators to any such descendant as aforesaid of such deceased Member, being a *cestui que trust* or specific legatee thereof, and shares standing in the name of any deceased Member may be transferred to or placed in the names of the trustees of his will and upon any change of trustees may be transferred to the trustees for the time being of such will; and a share may at any time be transferred to any Member of the Company.

No share to be transferred to person under disability.

32. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Shares intended to be offered to Members.

33. Save as hereby otherwise provided, no share shall be transferred to any person who is not a Member of the Company so long as any Member is willing to purchase the same at the fair value, which shall be determined as hereinafter provided.

34. Subject as aforesaid and without prejudice to the terms of any contract as aforesaid, any Member or other person who intends to transfer a share (hereinafter called "the retiring Member") shall give a notice in writing (hereinafter described as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers of the shares which the retiring Member desires to sell, and shall constitute the Company the agent of the retiring Member for the sale of such shares to any Member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Board.

Intending transferor to give notice of desire to sell.

35. If the Company shall within twenty-eight days after service of a sale notice find a Member willing to purchase any share comprised therein (hereinafter described as a "purchasing Member") and shall give notice thereof to the retiring Member, the retiring Member shall be bound, upon payment of the fair value, to transfer the share to such purchasing Member, who shall be bound to complete the purchase within seven days from the service of such last mentioned notice. The Board shall, with a view to finding a purchasing Member, offer any shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer, if not accepted, will be deemed to be declined; and the Board shall make such arrangements as regards the finding of a purchasing Member for any shares not accepted by a Member to whom they shall have been so offered as aforesaid within the time so limited as the Board shall think just and reasonable.

Transferor bound to transfer to purchaser found by Company.

Procedure for finding a purchaser.

36. The Auditor of the Company shall, upon the application of either the retiring Member or the purchasing Member, certify in writing the sum which, in his opinion, is the fair value of each of the shares of the Company comprised in a sale notice, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Acts, 1889 to 1931, shall not apply.

Ascertainment of "fair value."

37. In the event of the retiring Member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Board may authorise some person to execute a transfer in his name and may give a good receipt for the purchase price of such shares, and may register the purchasing Member as holder thereof and issue to him a certificate for the same, and thereupon the purchasing Member shall become indefeasibly entitled thereto.

Power for Board to complete sale in event of default by transferor.

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42. If the Board refuses to register a transfer it shall, within two months after the date on which the transfer was lodged, send to the transferee notice of the refusal. If transfer refused Board to notify transferee.

43. The Register may be closed at such times and for such periods as the Board may from time to time determine, provided always that it shall not be closed for more than 30 days in any calendar year, and that the Board shall give the notice required by Section 99 of the Act. Power of Board to close register.

44. The Company shall be entitled to charge a fee of 2s. 6d. on the registration of every probate, letters of administration, certificate of death or marriage, deed poll or other intimation ~~of~~ change of name, power of attorney, distringas notice or other instrument relating to or affecting the title to any share. Fee payable on registration of certain documents.

TRANSMISSION OF SHARES.

45. In case of the death of a shareholder the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him. Persons recognised on death of shareholder.

46. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member or otherwise than by transfer may, upon such evidence being produced as may from time to time be required by the Board, either be registered himself as holder of the share (having given notice to the Board to that effect) or, instead of being registered himself, make such transfer as the deceased or bankrupt person could have made, but all the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member. Notice of persons entitled by transmission as to registration or transfer.

47. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for any dividends, bonuses or other moneys payable in respect of the share, but he shall not be entitled in respect of the Person entitled by transmission may receive dividends, etc.

share to receive notices of or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise in respect of the share any of the rights or privileges of a Member until he shall have become a Member in respect thereof.

FORFEITURE OF SHARES.

Board may require payment of call with interest and expenses.

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

Notice to state date and place of payment.

49. The notice shall name a further day (not being less than seven days from the date of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made or instalment is payable will be liable to be forfeited.

to state date and place of payment.

50. If the requirements of any such notice as aforesaid be not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

When to give notice of forfeiture.

51. When any share has been forfeited notice of the forfeiture shall be given to the holder of the share or the person entitled to the share by reason of the death or bankruptcy of the holder or otherwise (as the case may be); but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

When to give notice of forfeiture.

52. A forfeited share shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the person who was, before forfeiture, the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Board shall think fit, and at any time before a sale, re-assignment or other disposal the forfeiture may be cancelled on such terms as the Board shall think fit.

53. A Member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares with interest thereon at ten per cent. per annum from the date of forfeiture until payment, and the Board may enforce payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation to do so.

Liability of Member whose shares have been forfeited.

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

Title to forfeited share.

STOCK.

55. The Company in General Meeting may convert any paid-up shares into stock, and may re-convert any stock into paid-up shares of any denomination.

Company may convert paid-up shares into stock.

56. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but no stock shall be transferable except in sums of £1 or multiples of £1.

Transfer of stock.

57. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

Rights of stockholders.

Provisions as to paid-up shares to apply to stock.

58. All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" herein shall include "stock" and "stockholder."

INCREASE OF CAPITAL.

Power to increase capital.

59. The Company may from time to time in General Meeting increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

Power to attach special rights to shares.

60. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by resolution determine.

Issue of new shares.

61. The Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance, either at par or at a premium, or (subject to the provisions of Section 47 of the Act) at a discount, to all the then Members in proportion to the amount of the capital held by them respectively, or make any other provision as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.

New shares subject to same provisions as to calls, transfer, etc.

62. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, forfeiture, and (subject to any contract as aforesaid) transfer, pre-emption and transmission or otherwise, as the shares in the original capital.

ALTERATIONS OF CAPITAL.

63. The Company may in General Meeting by Ordinary Resolution:—

Consolidation of shares.

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

Sub-division of shares.

(b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of Section 50 (1) (d))

of the Act), and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over, or may have such qualified or deferred rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares.

- (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. Cancellation of shares.

And may also by Special Resolution:—

- (d) Reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent required, by law. Reduction of capital.

GENERAL MEETINGS.

64. A General Meeting shall be held once in every calendar year, at such time (within a period of not more than fifteen months after the holding of the last preceding General Meeting) and place as may be determined by the Board. The above-mentioned General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary Meetings. Annual General Meetings.

65. The Board may call an Extraordinary Meeting whenever it shall think fit. Board may call Extraordinary Meetings.

66. The Board shall, on requisition in accordance with Section 114 of the Act, forthwith proceed to convene an Extraordinary Meeting, and in the case of any such requisition the provisions of Section 114 of the Act shall apply. Extraordinary Meetings to be called on requisition.

NOTICE OF GENERAL MEETINGS.

67. Subject to the provisions of Sections 117 of the Act relating to meetings convened for the purpose of passing Special Resolutions, seven days' notice at the least, specifying the place, the day and the hour of meeting, and in case of special business the general nature Notice of General Meetings.

of such business, shall be given in manner hereinafter mentioned to such Members as under the provisions herein contained are entitled to receive notice from the Company, but, with the consent of all the Members entitled to receive notice of some particular meeting, such meeting may be convened on such shorter notice, and in such manner as those Members may think fit. The accidental omission to give notice to, or the non-receipt of notice by, any Member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

Definition of special business.

68. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Ordinary Meeting, with the exception of sanctioning dividends, the consideration of the accounts and balance sheet, and the reports of the Directors and Auditors, the election of Directors and Auditors and other officers in the place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Auditors.

Power for Members to submit resolutions.

69. Any Member entitled to be present and vote at a meeting may submit to any General Meeting any resolution which is relevant to the objects of the meeting, provided that at least the prescribed time before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution, and stating his intention to submit the same. The prescribed time above mentioned shall be such that, between the date on which the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than four nor more than fourteen intervening days. Upon receipt of any such notice as aforesaid, the Secretary shall, in any case when the notice of intention is received before the notice of the meeting is issued, include in the notice of the meeting, and shall in any other case issue as quickly as possible to the Members entitled to attend the meeting, notice that such resolution will be proposed.

Notice to be given to Members.

Quorum for General Meetings.

70. No business shall be transacted at any General Meeting unless a quorum be present at the meeting provided for by these articles, save as otherwise provided by these articles. For all purposes the quorum shall be Members personally present, not being less than three, holding or representing by proxy not less than one-tenth part of the issued share capital of the Company. A corporation being a Member shall be deemed to be personally present if represented by proxy or its authorized agent in accordance with the provisions of Section 116 of the Act.

71. If, within half an hour from the time appointed for the meeting, a quorum be not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within 15 minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

Procedure if
quorum not
present.

72. The Chairman (if any) of the Board, or, in his absence, the Deputy-Chairman (if any) shall preside as chairman at every General Meeting of the Company.

Chairman of Board
to preside.

73. If there be no such Chairman or Deputy-Chairman, or if at any meeting neither the Chairman nor the Deputy-Chairman be present within 15 minutes after the time appointed for holding the meeting, or if neither of them be willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only be present, he shall preside as chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the Members present shall choose one of their number to be Chairman.

Appointment of
Chairman in
absence of
Chairman of
Board, etc.

74. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Adjournments.

75. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Resolutions to be
decided by show of
hands unless poll
is demanded.

76. If any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the

Effect of error in
counting votes.

resolution unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the resolution.

Result of poll deemed resolution of meeting.

77. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Chairman to have casting vote.

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

When poll to be taken.

79. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs.

Demand for poll not to prevent continuance of business.

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

VOTES OF MEMBERS.

Voting rights.

81. Subject to any special terms as to voting upon which any shares may be issued or may from time to time be held, on a show of hands every Member present in person shall have one vote, and on a poll every Member present in person or by proxy shall have one vote for every share of which he is the holder.

Votes of joint holders.

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

Voting by corporation being a Member.

83. A corporation, being a Member, may vote by any proxy or duly authorised representative, who shall be entitled to speak, demand a poll, vote, act as proxy and in all other respects exercise the rights of a Member, and shall be reckoned as a Member for all purposes.

Votes of Members under disability.

84. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote,

whether on a show of hands or on a poll, by his committee, *curator bonis* or other person in the nature of a committee or *curator bonis* appointed by such Court provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which any of such last mentioned persons proposes to vote he shall satisfy the Board of the validity of his appointment unless the Board shall have previously admitted his right to vote at such meeting. Any person as aforesaid so entitled to vote may on a poll vote by proxy.

85. No Member shall be entitled to be present or vote at any General Meeting either personally or as proxy for another Member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. Member indebted to Company not entitled to vote.

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

87. On a poll votes may be given either personally or by proxy. Votes may be given by proxy on poll.

88. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor be a corporation, either under its common seal or under the hand of an officer or attorney so authorised. Proxy to be in writing.

89. No person shall act as a proxy unless either he be entitled on his own behalf to be present and vote at the meeting at which he acts as proxy or be appointed to act at that meeting either as the representative of a corporation pursuant to Section 116 of the Act or as its proxy. Who may act as proxy.

90. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid. Proxy to be deposited at Office.

Form of proxy.

91. An instrument appointing a proxy may be in the following form or in any other form which the Board shall approve:—

ALFRED BIRD & SONS LIMITED.

I, _____, of _____, in the County of _____, being a Member of the above-named Company, hereby appoint _____ of _____, another Member, or failing him, _____ of _____, another Member, or failing him, _____ of _____, another Member, as my proxy to vote for me and on my behalf at the [Ordinary or Extraordinary, as the case may be] General Meeting of the Company, to be held on the _____ day of _____, 19____, and at any adjournment thereof.

As witness my hand this _____ day of _____, 19____.

Validity of vote given by proxy.

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

DIRECTORS.

Number of Directors.

93. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than three nor more than ten.

Alternate Directors.

94. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by a resolution of the Board, to act as alternate Director in his place during his absence, and at his discretion to remove such alternate Director and, on such appointment being made, the alternate Director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst

so acting, shall exercise and discharge all the functions, powers and duties of the Director he represents. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

95. Any instrument appointing an alternate Director shall be left at the Office and shall, as nearly as circumstances will admit, be in the form or to the effect following:—

Form of appointment of alternate Director.

ALFRED BIRD & SONS LIMITED.

I, _____, a Director of the above-named Company, in pursuance of the power in that behalf contained in Article 94 of the Articles of Association of the Company, do hereby nominate and appoint _____, of _____, to act as alternate Director in my place during my absence and to exercise and discharge all my duties as a Director of the Company.

As witness my hand this _____ day of _____, 19 _____.

96. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting, and shall be divided amongst the Directors in such proportions as they may agree. The Directors shall also be entitled to be paid their travelling and hotel expenses of attending and returning from Board Meetings or otherwise incurred while engaged on the business of the Company.

Remuneration of Directors.

Travelling expenses, etc.

97. In respect of the past services of any person who was or is for the time being a Director of the Company, the Company may from time to time by Resolution in General Meeting authorise the payment to any such person (in addition to any other remuneration, fees or emoluments) of such pensions or other sums out of the profits of the Company (either by way of fixed amount or by percentage of profits or partly in one way and partly in the other) and for such period or periods, either for the life of such person or for a definite period, or for a period terminable on the happening of any contingency or event, as the Company by Resolution may determine and, in particular, the Company by Resolution in General Meeting may authorise the Board, on behalf of the Company, to enter into a binding agreement with any such person as aforesaid for the payment of any such pensions or other sums as aforesaid. PROVIDED ALWAYS AND IT IS

Payments for past services.

HEREBY EXPRESSLY DECLARED that the foregoing provisions of this Article shall not in any way limit or restrict the general power of the Board to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or the dependents of such persons.

Directors may be directors of or interested in other companies in which the Company is interested.

98. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as it shall think fit, including the exercise in favour of any resolution appointing it, or any of its number, directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. 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 become, a director or officer of such other company and as such, or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

Remuneration for special services.

99. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

No share qualification.

100. It shall not be necessary for a Director to hold any share qualification.

Events in which office of Director vacated.

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

- (a) If he resign his office by writing under his hand left at the Office.
- (b) If he be found lunatic or of unsound mind, or become bankrupt or compound with his creditors.
- (c) If, without leave, he be absent, otherwise than on the business of the Company, from meetings of the Board for six consecutive months, and the Board resolve that his office be vacated.

- (d) If he become prohibited from being a Director by reason of any order made under the Act.

POWERS AND DUTIES OF DIRECTORS.

102. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

Board's power of management of business.

103. The Board may establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or may managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Board, other than the power to make calls, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may amend or vary any such delegation, but no person dealing in good faith and without notice of any such amendment or variation shall be affected thereby.

Local boards or agencies.

104. The Board may from time to time and at any time by power of attorney appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Board may appoint attorneys.

Official Seal for
use abroad.

105. The Company may exercise the powers conferred by Section 32 of the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Board.

Dominion Register.

106. The Company, or the Board on behalf of the Company, may exercise the powers conferred upon the Company by Sections 103 to 107 (both inclusive) of the Act with regard to the keeping of a Dominion Register, and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any such register.

Borrowing powers
of Board.

107. The Board may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities provided that the amount for the time being remaining undischarged of moneys borrowed or raised by the Board for the purposes of the Company (otherwise than by the issue of share capital) shall not at any time exceed the nominal amount of the issued share capital for the time being of the Company without the sanction of the Company in General Meeting; but no lender shall be bound to see that this limit is observed.

Directors may hold
other offices.

Directors may con-
tract with
Company.

Declaration of
interest.

Power to vote.

108. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the meeting of the Board at which the question of entering into the contract is first taken into consideration or, if such Director was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after he became so interested, and where a Director becomes interested in a contract after it is made such declaration shall be made at the first meeting of the Board held after he becomes so interested. A Director shall be entitled to vote

in respect of any contract in which he is so interested notwithstanding such interest. A general notice that a Director is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be sufficient disclosure under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

General notice of interest.

109. The Board may close any Register of Debenture-holders of the Company during such period or periods (not exceeding in the case of each such Register thirty days altogether in each calendar year) as it shall think fit.

Power to close Register of Debenture-holders.

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

Board to keep minutes.

(a) Of all appointments of officers made by the Board.

(b) Of the names of the Directors present at each Board or Committee meeting.

(c) Of all resolutions and proceedings at all meetings of the Company and of the Board and of the Committees.

MANAGING DIRECTOR.

111. The Board may from time to time appoint one or more of its body to the office of Managing Director or Manager for such term as it thinks fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, and a Director so appointed shall not, while holding that office, be subject to retirement by rotation or taken into account in determining the rotation or retirement of Directors, but he shall, subject to the provisions of any agreement between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease from any cause to be a Director he shall *ipso facto* and immediately cease to be a Managing Director.

Power to appoint Managing Director.

112. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in

Remuneration of Managing Director.

profits, or partly in one way and partly in another) as the Board may determine, and either in addition to or in lieu of his remuneration as a Director.

Powers of
Managing Director.

113. The Board may entrust to and confer upon a Managing Director or Manager any of the powers exercisable by it upon such terms and conditions, and with such restrictions, as it thinks fit, and either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

THE SEAL.

Seal.

114. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and shall be so affixed in the presence of at least one Director and of the Secretary or such other person as the Board may appoint for the purpose, and such Director and Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

ROTATION OF BOARD.

All Directors to
retire annually.

115. At the Ordinary Meeting in each year all the Directors (other than a Managing Director) shall retire from office. A Director retiring at a meeting shall be eligible for re-election and shall retain office until the close or adjournment of the meeting.

Company in
General Meeting
to fill vacancies.

116. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, unless at such meeting it be expressly resolved not to fill up such vacated office. The Company may also in General Meeting (subject to the provisions of the next following Article) elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

Persons eligible
for election.

117. No person, other than a Director retiring at the meeting, shall, unless recommended by the Board, be eligible for election to the office of a Director at any General Meeting unless, not less than seven and not more than ten clear days before the day appointed for the meeting, there shall have been given to the Secretary at the Office notice in writing by some Member duly qualified to be present and

vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.

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

Power for Company to increase or reduce number of Directors.

119. Without prejudice to the power of the Company in General Meeting in pursuance of any of the provisions of these presents to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person as a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Ordinary Meeting, and shall then be eligible for election.

Power of Board to fill vacancy or appoint additional Director.

120. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall retire from office at the next Ordinary Meeting, but shall be eligible for re-election.

Power for Company to remove Director and appoint another.

PROCEEDINGS OF BOARD.

121. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Board Meeting.

Meetings of Board.

Chairman to have casting vote.

122. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless and until so fixed at any other number shall be two.

Quorum for Board Meeting.

123. The continuing Directors may act, notwithstanding any vacancy in their body, but if and so long as their number be reduced below the minimum number fixed by or in accordance with these presents the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the

Power for continuing Directors to act.

Company, but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these presents as the quorum.

Chairman of Board.

124. The Board may elect a Chairman and Deputy-Chairman of its meetings and determine the period for which they are respectively to hold office. If no such Chairman or Deputy-Chairman be elected, or if at any meeting neither the Chairman nor the Deputy-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Exercise of powers of Board.

125. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

Validity of resolution in writing.

126. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall, provided such Directors constitute a majority of the Directors for the time being in office, be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

Committees.

127. The Board may delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit, with power, if the Board so determines, for any such Committee to sub-delegate to one or more of its number any of the powers delegated to it. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

Chairman of Committee.

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

Meetings of Committees.

129. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present and, in case of an equality of votes, the Chairman shall have a second or casting vote. The meetings and

Proceedings.

proceedings of a Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations imposed by the Board under or by the provisions of the preceding Articles.

130. All acts done by any Board or Committee Meeting, or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director.

Validity of acts
of Board and
Committee.

DIVIDENDS.

131. The Board may, with the sanction of the Company in General Meeting, pay dividends and, subject to the rights of any shares which may hereafter be issued or may for the time being be held on special conditions, the profits of the Company distributed as dividend or bonus shall be distributed among the Members in proportion to the number of their shares and the amounts paid, or credited as paid, on the shares held by them respectively. No dividend shall be payable except out of the profits of the Company available for dividend or in excess of the amount recommended by the Board.

Application of
profits.

132. All dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

Declaration of
dividends.

133. The Board may from time to time pay to the Members such interim dividends as may appear to the Board to be justified by the position of the Company; the Board may also pay the fixed dividend payable on any preference shares of the Company half-yearly or otherwise on fixed dates, whenever such position, in the opinion of the Board, justifies this being done.

Interim dividends.

Net profits.

134. The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

Deductions from dividends.

135. The Board may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

Dividend not to bear interest.

136. No dividend shall bear interest against the Company.

Payment of dividends, etc.

137. Until otherwise directed, any dividend, interest or other sum payable in cash to the registered holders of shares shall be paid by cheque or warrant sent through the post directed to the holder at his registered address or, in the case of joint holders, directed to the holder whose name stands first on the Register in respect of the shares. Every such cheque or warrant shall, unless holders otherwise direct, be made payable to the order of the registered holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by such joint holders.

Power to make use of unclaimed dividends.

138. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.

Power to pay dividends in specie.

139. Any General Meeting declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of the Company or paid-up shares or debentures of any other company, or in any one or more of such ways, and the Board shall give effect to such resolution.

RESERVES.

Board may establish reserve fund.

140. The Board may, before recommending any dividend, set aside out of the profits of the Company such sum or sums as it thinks proper as a reserve fund or reserve funds, which shall at the discretion of the Board be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company, or for any other purpose to which the profits of the Company may properly be applied, or shall, with the sanction of the Company in General Meeting, be as to the whole or in part applicable for special dividends or for equalising dividends, or for distribution by way of

Application of reserve fund.

bonus among the Members or any class thereof, on such terms and in such manner as the Company in General Meeting shall from time to time determine, and the Board may divide the reserve fund into separate funds for special purposes, and may invest the sums from time to time carried to the credit of such fund or funds upon such securities (other than the shares of the Company) as it may select, or may employ the same in the business of the Company. The Board may also from time to time carry forward such sums as may be deemed expedient in the interests of the Company.

CAPITALISATION OF PROFITS.

141. The Company in General Meeting may at any time and from time to time pass a resolution to the effect that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve funds or to the credit of the Profit and Loss account or otherwise available for distribution and not required for the payment of any dividend which, at the date of such resolution, is due on any preference shares of the Company and that, accordingly, such sum be set free for distribution amongst the Members or any class of Members who would be entitled to such profits if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied in payment up in full of shares, debentures or other securities of the Company, and that such shares, debentures or other securities be distributed amongst such Members, and the Board shall give effect to such resolution.

Capitalisation of profits.

142. Where any difficulty arises in regard to any distribution under Articles 139 or 141, the Board may settle the same as it thinks expedient, and in particular may issue fractional certificates or may ignore fractions altogether, and may fix the value for such distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees upon such trusts for the persons entitled to participate in the dividend or in the appropriation or distribution of such sum or sums as may seem expedient to the Board. Where requisite, a proper contract shall be filed in accordance with the Act, and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or to such appropriation and distribution and such appointment shall be effective and binding upon the Members.

Procedure for distribution.

ACCOUNTS.

Board to keep accounts.

143. The Board shall cause true accounts to be kept:—

- (a) Of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place; and
- (b) Of all sales and purchases of goods by the Company; and
- (c) Of the assets and liabilities of the Company.

Where books to be kept and as to right of inspection.

144. The books of account shall be kept at the Office or at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board, or by the Company in General Meeting.

Balance sheet to be made out yearly.

145. Once at least in every calendar year the Board shall lay before the Company in General Meeting a proper profit and loss account and a balance sheet both made up to a date not more than nine months before the meeting, in such form and containing all such particulars with regard to the capital, the assets and the liabilities of the Company as required by the Act.

Signature of balance sheet and documents to be attached.

146. Every such balance sheet as aforesaid shall be signed on behalf of the Board by two of the Directors, and shall have attached to it a report of the Board as to the state of the Company's affairs and the amount (if any) which it recommends to be paid by way of dividend to the Members and the amount (if any) which it proposes to carry to reserve. It shall also have attached to it the Auditors' report.

AUDIT.

Accounts to be audited.

147. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors.

Company in General Meeting to appoint Auditors.

148. The Company shall at each Ordinary Meeting appoint an Auditor or Auditors to hold office until the next ensuing Ordinary Meeting.

149. If an appointment of Auditors be not made at any meeting at which it ought to be made under the provisions of the preceding Article, the Board of Trade may, on the application of any Member of the Company, appoint an Auditor of the Company for the current year and fix the remuneration to be paid to him by the Company for his services. Power for Board of Trade to appoint Auditors in default of appointment by Company.
150. The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. Board may fill casual vacancy.
151. Subject to Article 149, the remuneration of the Auditors shall be fixed by the Company in General Meeting, except that the remuneration of any Auditors appointed by the Board to fill any casual vacancy may be fixed by the Board. Remuneration of Auditors.
152. No Director or other officer of the Company and no corporation shall be capable of being appointed Auditor of the Company. Persons not eligible as Auditors.
153. A person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an Ordinary Meeting unless notice of an intention to nominate that person to the office of Auditor has been given by a Member to the Company not less than fourteen days before the meeting, and the Company shall send a copy of any such notice to the retiring Auditor, and shall give notice thereof to the Members not less than seven days before the meeting. Provided that, if, after a notice of the intention to nominate an Auditor has been so given, an Ordinary Meeting is called for a date fourteen days or less after the notice has been given, the notice though not given within the time required by this provision shall be deemed to have been properly given for the purposes thereof; and the notice to be sent or given by the Company may, instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the Ordinary Meeting. Procedure for appointment of Auditor at Ordinary Meeting.
154. Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company, and shall be entitled to require from the Board and officers of the Company such information and explanations as may be necessary for the performance of the duties of the Auditors. Auditor's right of access to books, etc.
155. The Auditors shall make a report to the Members on the accounts examined by them and on every balance sheet laid before Auditors to make report.

ALFRED BIRD & SONS LIMITED



Special Resolutions

Passed the 21st day of November, 1946.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, Devonshire Works, Deritend, Birmingham, in the County of Warwick, on Thursday, the 21st day of November, 1946, the following Resolutions were duly passed as SPECIAL RESOLUTIONS, viz. : -

RESOLUTIONS.

1. That the Capital of the Company be reduced from £410,000 divided into 410,000 Ordinary Shares of £1 each to £68,333 6s. 8d. divided into 410,000 Ordinary Shares of 3/4d. each—

- (a) by repaying to the holders of each of the 403,500 Ordinary Shares of £1 each which have been issued and are fully paid Capital to the extent of 16/8d. per Share, and
- (b) by reducing the nominal amount of all the Shares in the Capital of the Company whether issued or unissued from £1 to 3/4d. per Share.

2. That upon such reduction taking effect the Capital of the Company be increased to its present amount of £410,000 by the creation of 2,050,000 new Ordinary Shares of 3/4d. each.

Robert M Bird
Chairman.

CHANCERY DIVISION

MR. JUSTICE VAISEY (for Mr. Justice Wynn)

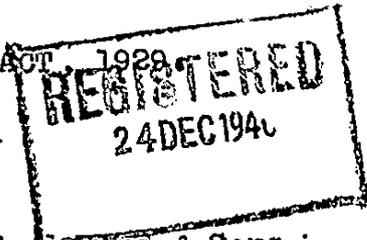
MONDAY the 16th day of DECEMBER 1946



I N T H E M A T T E R of ALFRED BIRD & SONS LIMITED

--and--

I N T H E M A T T E R of THE COMPANIES ACT, 1929

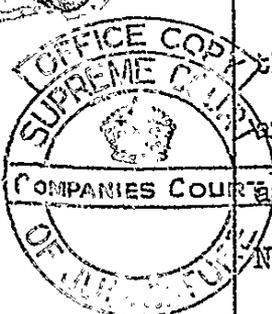


UPON THE PETITION of the above-named Alfred Bird & Sons Limited whose registered office is situate at Devonshire Works, Deritend, Birmingham in the County of Warwick on the 23rd November 1946 preferred unto this Court

AND UPON HEARING COUNSEL for the Petitioner

AND UPON READING the said Petition the Order dated the 3rd December 1946 (whereby it was ordered that Section 56(2) of the above-mentioned Act shall not apply as regards any class of creditors of the said Company) the affidavit of Sir Robert Bland Bird, Baronet filed the 28th November 1946 the Exhibits therein referred to and the "Times" and the "Birmingham Post" Newspapers both dated the 3rd December 1946 (each containing a notice of the presentation of the said Petition and that the same was appointed to be heard this day).

THIS COURT DOETH ORDER that the reduction of capital of the said Company from £410,000 to £268,335. 6. 8 resolved on and effected by the special resolution passed at an Extraordinary General Meeting of the said Company held on the 21st November 1946 be and the same is hereby confirmed in accordance



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with the provisions of the above-mentioned Act,

AND the Court doth hereby approve the Minute set forth in the Schedule hereto.

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an Office Copy hereof be delivered to him together with a copy of the said Minute

AND IT IS ORDERED that Notice of the Registration by the Registrar of Companies of this Order and of the said Minute be published once each in the "Times" and the "Birmingham Post" Newspapers within 21 days after such Registration.

J. T. Wilson

Deputy Registrar.

203663

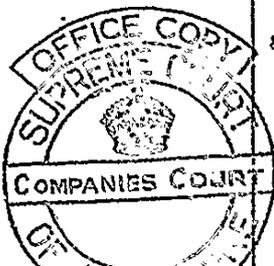
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THE SCHEDULE before referred to

MINUTE APPROVED BY THE COURT



The Capital of Alfred Bird & Sons Limited was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated the 16th December 1948 reduced from £10,000 divided into 410,000 Shares of £1 each to £68,333. 6. 8 divided into 410,000 Shares of 5/4d each. At the date of the registration of this Minute 403,500 of the said Shares (Nos. 1 to 403,500) have been issued and are deemed to be fully paid up and the



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remaining 6,500 Shares are unissued. A Special Resolution of the Company has been passed, to take effect upon the aforesaid reduction of capital taking effect, increasing the capital of the Company to its former amount of \$410,000 by the creation of 2,050,000 Shares of 3/4d each.

J.T.W.

KV



IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

MR. JUSTICE VAISEY (for
MR. Justice Wynn-Parry)

DATED the 16th day of DECEMBER 1946

Re ALFRED BIRD & SONS LIMITED

--and--

Re THE COMPANIES ACT, 1929.

Office Copy

O R D E R

confirming reduction of
Capital.

Feb. 10



No. 203663



Certificate of Registration
OF
ORDER OF COURT AND MINUTE
ON
REDUCTION OF CAPITAL.

(Pursuant to sec. 58 of the Companies Act, 1929.)

ALFRED FIRD & SONS LIMITED

having by Special Resolution reduced its Capital, as confirmed by an Order of the High Court of Justice,
Chancery Division, bearing date the 16th day of December 1946

I hereby Certify the Registration of the said Order and of a Minute, showing the
present capital and shares of the Company, as fixed by the said Order.

Given under my hand at London, this twenty-fourth day of December One
Thousand Nine Hundred and forty-six.

Registrar of Companies.

Certificate received by

Slaughter & May

18 Abchurch Lane, E.C. 4.

Date 31.12.46

No. 203663 / 66

The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Special Resolutions

OF

ALFRED BIRD & SONS LIMITED

Passed 16th August 1954.



AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Devonshire Works, Deritend, Birmingham, 12, on the 16th day of August 1954, the following Resolutions were passed as Special Resolutions :—

RESOLUTIONS.

1. That the provisions of the Memorandum of Association of the Company with respect to its objects be altered by deleting clause 3 (B) and substituting therefor the following :—

“3. (B) To carry on the business of general millers, manufacturers, importers and exporters of and dealers in all kinds of food and non-food products and articles and preparations for human or animal consumption, culinary, domestic, household, or agricultural use, and to manufacture and deal in all such other products and substances as can be made or extracted from the raw or other materials used in or for, or in connection with the business of the Company or from the waste or refuse of such materials and to manufacture and deal in all kinds of materials, machinery, apparatus and things necessary or useful in the production of any such articles as aforesaid.”

2. That the regulations contained in the document submitted to the meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.

Robert Bird

COMPANY LIMITED B L SHARES.

Articles of Association

OF

ALFRED BIRD & SONS LIMITED

TABLE A.

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

INTERPRETATION.

2. The marginal notes shall not affect the construction hereof. In these presents the words standing the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANINGS
The Act	The Companies Act 1948.
The Statutes	The Act and any Acts amending the same.
These presents	These Articles of Association as now framed or as from time to time altered by Special Resolution.
The Office	The registered office of the Company.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
The Board	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.

WORDS	MEANINGS
Month	Calendar month.
The register	The register of members of the Company.
In writing	Written or produced by any substitute for writing or partly written and partly so produced.

Words importing the singular number only shall include the plural number and vice versa, and

Words importing the masculine gender shall include the feminine gender, and

Words importing persons shall include corporations, and the expression "Secretary" shall include a temporary or assistant Secretary.

Reference herein to any provision of the Act shall be a reference to such provision as modified by any Statute for the time being in force.

Definitions in statutes to apply to Articles

3. Subject to the last preceding Article, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

PRIVATE COMPANY.

Private Company

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

- (A) The number of members of the Company is limited to fifty.
- (B) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (C) The Company shall not have power to issue share warrants to bearer.
- (D) The right to transfer shares is restricted in manner hereinafter appearing.

BUSINESS.

Business

5. Any branch of kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it shall think fit, and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

6. The office shall be at such place in England as the Board shall from time to time appoint.

Situation of offices

7. No part of the funds of the Company shall be employed in the purchase of, or in loans upon the security of, the Company's shares, except in the course of transactions mentioned in the proviso to section 54 (1) of the Act.

Funds of the Company not to be used for purchase of or loans on Company's shares

SHARE CAPITAL.

8. The share capital of the Company is £410,000, divided into 2,460,000 Ordinary Shares of 3s. 4d. each.

Share capital

SHARES.

9. Subject to the provisions of these presents, the shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

Shares to be under control of Board

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

No trust or equities recognised

11. Every person whose name is entered as a member in the register shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares, or several certificates each for one or more of his shares upon payment of such sum, not exceeding 1s., for every certificate after the first as the Board shall from time to time determine. Every certificate shall be under the seal, shall bear the signatures of at least one Director and the Secretary or some other person appointed by the Board and shall specify the shares to which it relates and the amount paid up thereon.

Issue of share certificates

12. If a share certificate be defaced, lost or destroyed it may be renewed on payment of such fee (if any) not exceeding 1s. and on

Renewal of share certificate

such terms (if any) as to evidence and indemnity and payment of the out-of-pocket expenses of the Company of investigating such evidence as the Board thinks fit.

TRANSFER OF SHARES.

Shares to be transferable

13. Subject to such of the restrictions of these presents as may be applicable and to the terms of any contract entered into with any particular member or members upon the issue of any particular share or shares, any member may transfer all or any of his shares by transfer in writing in the usual common form or in any other form which the Board may approve.

Transfers to be signed by transferor and transferee

14. The instrument of transfer of a share shall be signed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.

No share to be transferred to person under disability

15. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Board may decline to register transfer

16. The Board may decline to register any transfer of shares and shall not be bound to assign any reason therefor. The Board shall not be bound to specify the grounds upon which the registration of any transfer is declined under this Article.

Board may decline to recognise transfers in certain events

17. The Board may decline to recognise any instrument of transfer unless:—

- (A) Such fee, not exceeding 2s. 6d. as the Board may from time to time require is paid to the Company in respect thereof; and
- (B) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

Power of Board to close register

18. The register may be closed at such times and for such periods as the Board may from time to time determine, provided always that it shall not be closed for more than thirty days in any calendar year, and that the Board shall give the notice required by section 115 of the Act.

INCREASE OF CAPITAL.

Power to increase capital

19. The Company may from time to time in General Meeting increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

20. The Company may by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance, either at par or at a premium, or (subject to the provisions of section 57 of the Act) at a discount, to all the then members in proportion to the amount of the capital held by them respectively, or make any other provision as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.

Issue of new shares

ALTERATIONS OF CAPITAL.

21. The Company may in General Meeting by Ordinary Resolution :—

Consolidation of shares

(A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

(B) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of section 61 (1) (d) of the Act), and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over, or may have such qualified or deferred rights or be subject to any such restrictions as compared with, the other or others as the Company has power to attach to unissued or new shares.

Sub-division of shares

(C) Cancel any shares which, at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

Cancellation of shares

And may also by Special Resolution—

(D) Reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent required, by law.

Reduction of capital

GENERAL MEETINGS.

22. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices

Annual General Meeting

calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Board may call
Extraordinary
Meetings

23. The Board may call an Extraordinary General Meeting whenever it shall think fit.

Extraordinary
Meetings to
be called on
requisition

24. The Board shall, on requisition in accordance with section 132 of the Act, forthwith proceed to convene an Extraordinary General Meeting and in the case of any such requisition the provisions of section 132 of the Act shall apply.

NOTICE OF GENERAL MEETINGS.

Notice of
General Meeting

25. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company: Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this regulation be deemed to have been duly called if it is so agreed—

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

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

PROCEEDINGS AT GENERAL MEETINGS.

26. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting with the exception of sanctioning dividends, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors, the election of Directors and Auditors and other officers in the place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Auditors.

Definition of special business

27. No business shall be transacted at any General Meeting unless a quorum be present when the meeting proceeds to business. Save as otherwise provided by these presents, for all purposes the quorum shall be members personally present, not being less than three, holding or representing by proxy not less than one-tenth part of the issued share capital of the Company. A corporation being a member shall be deemed to be personally present if represented by proxy or in accordance with the provisions of section 139 of the Act.

Quorum for General Meetings

28. If, within half an hour from the time appointed for the meeting, a quorum be not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum be not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum.

Procedure if quorum not present

29. The Chairman (if any) of the Board or, in his absence, the Deputy Chairman (if any) shall preside as Chairman at every General Meeting of the Company.

The Chairman of Board to preside

30. If there be no such Chairman or Deputy-Chairman, or if at any meeting neither the Chairman nor the Deputy-Chairman be present within fifteen minutes after the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present, he shall preside as Chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the members present shall choose one of their number to be Chairman.

Appointment of Chairman in absence of Chairman of Board, etc.

31. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Adjournments

Resolutions to be decided by show of hands unless poll is demanded

32. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll be demanded by the Chairman or by any member present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Result of poll deemed resolution of meeting

33. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Chairman to have casting vote

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

When poll to be taken

35. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs.

Demand for poll not to prevent continuance of business

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

VOTES OF MEMBERS.

Voting rights

37. Subject to any special terms as to voting upon which any shares may be issued or may from time to time be held, on a show of hands every member present in person shall have one vote, and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

Voting by corporation being a member

38. A corporation, being a member, may vote by any proxy or duly authorised representative, who shall be entitled to speak, demand a poll, vote, act as proxy and in all other respects exercise the rights of a member, and shall be reckoned as a member for all purposes.

When objection to qualification of voter may be raised

39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting

shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

40. On a poll votes may be given either personally or by proxy. Votes may be given by proxy on poll

41. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if the appointor be a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

42. An instrument appointing a proxy may be in the following Form of proxy form or in any other form which the Board shall approve :—

" ALFRED BIRD & SONS LIMITED.

" I, _____ ,
 " of _____ ,
 " in the County of _____ , being a
 " member of the above-named Company, hereby
 " appoint _____ ,
 " of _____ ,
 " another member or failing him,
 " of _____ ,
 " another member or failing him,
 " of _____ ,
 " another member, as my proxy to vote for me and on
 " my behalf at the (Annual or Extraordinary, as the
 " case may be) General Meeting of the Company, to be
 " held on the _____ day of _____ 19 _____ , and at any
 " adjournment thereof.

" As witness my hand this _____ day of _____ 19 _____ ."

DIRECTORS.

RAMS 43. Unless and until otherwise determined by the Company in Number of Directors General Meeting the number of Directors shall not be less than three nor more than ten.

44. Each Director shall have the power to nominate (1) any Alternate Directors other Director, or (2) any person approved for that purpose by a resolution of the Board, to act as alternate Director in his place during his absence, and at his discretion to remove such alternate Director and, on such appointment being made, the alternate Director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions,

powers and duties of the Director he represents. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

Form of
appointment
of alternate
Director

45. Any instrument appointing an alternate Director shall be left at the office and shall, as nearly as circumstances will admit, be in the form or to the effect following :—

“ ALFRED BIRD & SONS LIMITED.

“ I,

“ a Director of the above-named Company, in pursuance

“ of the power in that behalf contained in Article 44

“ of the Articles of Association of the Company do hereby

“ nominate and appoint

“ of,

“ to act as alternate Director in my place during my

“ absence and to exercise and discharge all my duties as a

Director of the Company

“ As witness my hand this day of 19 .”

Remuneration
of Directors

Travelling
expenses, etc.

46. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be paid their travelling and hotel expenses of attending and returning from Board meetings or otherwise incurred while engaged on the business of the Company.

Directors may
be directors of
or interested in
other companies
in which the
Company is
interested

47. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company, or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of, or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as it shall think fit, including the exercise in favour of any resolution appointing it, or any of its number, directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. 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 become, a director or officer of such other company and as such, or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

48. It shall not be necessary for a Director to hold any share qualification. No share qualification

49. The office of a Director shall be vacated in the following events, namely :-- Events in which office of Director vacated

- (A) If he resign his office by writing under his hand left at the office.
- (B) If he be found lunatic or of unsound mind, or become bankrupt or compound with his creditors.
- (C) If the Board resolve that his office be vacated.
- (D) If he become prohibited from being a Director by reason of any order made under the Act.

50. Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age. No age disqualification

POWERS AND DUTIES OF DIRECTORS.

51. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article. Board's power of management of business

52. The Board may from time to time and at any time by power of attorney appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Board may appoint attorneys

Official seal for
use abroad

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

Dominion
register

54. The Company, or the Board on behalf of the Company, may exercise the powers conferred upon the Company by sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a dominion register, and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any such register.

Borrowing powers
of Board

55. The Board may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities.

Directors may
hold other
offices

Directors may
contract with
Company

Declaration of
interest

Power to vote

General notice
of interest

56. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the meeting of the Board at which the question of entering into the contract is first taken into consideration or, if such Director was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after he became so interested, and where a Director becomes interested in a contract after it is made such declaration shall be made at the first meeting of the Board held after he becomes so interested. A Director shall be entitled to vote in respect of any contract in which he is so interested notwithstanding such interest. A general notice that a Director is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be sufficient disclosure under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

57. The Board shall cause minutes to be made in books provided for the purpose :— Minutes to be made

- (A) Of all appointments of officers made by the Board.
- (B) Of the names of the Directors present at each Board or committee meeting.
- (C) Of all resolutions and proceedings at all meetings of the Company and of the Board and of the committees.

MANAGING DIRECTOR.

58. The Board may from time to time appoint one or more of its body to the office of Managing Director for such term as it thinks fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, and a Director so appointed shall not, while holding that office, be subject to retirement by rotation or taken into account in determining the rotation or retirement of Directors, but he shall, subject to the provisions of any agreement between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease from any cause to be a Director he shall *ipso facto* and immediately cease to be a Managing Director. Power to appoint Managing Director

59. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Board may determine, and either in addition to or in lieu of his remuneration as a Director. Remuneration of Managing Director

60. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by it upon such terms and conditions, and with such restrictions, as it thinks fit, and either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. Powers of Managing Director

THE SEAL.

61. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and shall be so affixed in the presence of at least one Director and of the Secretary or such other person as the Board may appoint for the purpose, and such Director and Secretary or other person aforesaid shall sign every instrument to which the seal is so affixed in their presence. Seal

ROTATION OF BOARD.

62. At the Annual General Meeting in each year all the Directors (other than a Managing Director) shall retire from office. A Director retiring at a meeting shall be eligible for re-election and shall retain office until the close or adjournment of the meeting. All Directors to retire annually

Company in
General Meeting
to fill vacancies

63. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, unless at such meeting it be expressly resolved not to fill up such vacated office. The Company may also in General Meeting (subject to the provisions of the next following Article) elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

Power for
Company to
increase or
reduce the
number of
Directors

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

Power of Board
to fill vacancy
or appoint
additional
Director

65. Without prejudice to the power of the Company in General Meeting in pursuance of any of the provisions of these presents to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person as a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

Power for
Company to
remove one
Director and
appoint another

66. In addition and without prejudice to section 184 of the Act the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall retire from office at the next Annual General Meeting, but shall be eligible for re-election.

PROCEEDINGS OF BOARD.

Meetings of
Board

67. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Board meeting.

Chairman to have
casting vote

Quorum for
Board

68. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless and until so fixed at any other number shall be three.

Power for
continuing
Directors to act

69. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number be reduced

below the minimum number fixed by or in accordance with these presents the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these presents as the quorum.

70. The Board may elect a Chairman and Deputy-Chairman of its meetings and determine the period for which they are respectively to hold office. If no such Chairman or Deputy-Chairman be elected or if at any meeting neither the Chairman nor the Deputy-Chairman be present withⁱⁿ five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Chairman of Board

71. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

Exercise of powers of Board

72. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall, provided such Directors constitute a majority of the Directors for the time being in office, be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

Validity of resolution in writing

73. The Board may delegate any of its powers to committees consisting of such member or members of its body as it thinks fit, with power if the Board so determines, for any such committee to sub-delegate to one or more of its number any of the powers delegated to it. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

Committees

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

Chairman of committee

75. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in case of an equality of votes, the Chairman shall have a second or casting vote. The meetings and proceedings of a committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations imposed by the Board under or by the provisions of the preceding Articles.

Meetings of committee

Validity of acts
of Board and
committees

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

DIVIDENDS.

Application of
profits

77. The Board may, with the sanction of the Company in General Meeting, pay dividends and, subject to the rights of any shares which may hereafter be issued or may for the time being be held on special conditions, the profits of the Company distributed as dividend or bonus shall be distributed among the members in proportion to the number of their shares and the amounts paid, or credited as paid, on the shares held by them respectively. No dividend shall be payable except out of the profits of the Company available for dividend or in excess of the amount recommended by the Board.

Declaration of
dividends

78. All dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this Article as paid on the share. All dividends shall be paid pro rata according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

Interim dividends

79. The Board may from time to time pay to the members such interim dividends as may appear to the Board to be justified by the position of the Company.

Net profits

80. The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

Dividend not
to bear interest

81. No dividend shall bear interest against the Company.

Payment of
dividends, etc.

82. Until otherwise directed, any dividend payable in cash to the registered holders of shares shall be paid by cheque or warrant sent through the post directed to the holder at his registered address. Every such cheque or warrant shall, unless holders otherwise direct, be made payable to the order of the registered holder and shall be sent at his or their risk.

Power to make
use of
unclaimed
dividends

83. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.

RESERVES.

84. The Board may, before recommending any dividend, set aside out of the profits of the Company such sum or sums as it thinks proper as a reserve fund or reserve funds, which shall at the discretion of the Board be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company, or for any other purpose to which the profits of the Company may properly be applied, and the Board may divide the reserve fund into separate funds for special purposes, and may invest the sums from time to time carried to the credit of such fund or funds upon such securities (other than the shares of the Company) as it may select, or may employ the same in the business of the Company.

Board may
establish reserve
fund.

CAPITALISATION OF PROFITS.

85. The Company in General Meeting may at any time and from time to time pass a resolution to the effect that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve funds or to the credit of the profit and loss account or otherwise available for distribution and that, accordingly, such sum be set free for distribution amongst the members who would be entitled to such profits if distributed by way of dividend on the footing that the same be not paid in cash but be applied in payment up in full of shares, debentures or other securities of the Company, and that such shares, debentures or other securities be distributed amongst such members, and the Board shall give effect to such resolution.

Capitalisation
of profits

86. The Company in General Meeting may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing capital profits arising from moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investment representing the same, instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed among the members who would have been entitled thereto if the same had been moneys distributed by way of dividend in the ordinary way on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if they had been moneys so distributed. Provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company.

Distribution of
capital profits

ACCOUNTS.

Board to keep
accounts

87. The Board shall cause true accounts to be kept—

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

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

Books of
account

88. The books of account shall be kept at the registered office of the Company, or, subject to section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

Inspection by
members

89. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.

Profit and loss
account and
balance sheet

90. The Directors shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

Balance sheet
and documents
to be sent to
members

91. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors' report shall not less than twenty-one days before the date of the meeting be sent to every member of the Company.

AUDIT.

Auditors to be
appointed

92. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES.

Service of
notices

93. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered

address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of five days after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

94. Notice of every General Meeting shall be given in any manner ^{To whom given} hereinbefore authorised to every member and to the Auditor for the time being of the Company. No other person shall be entitled to receive notices of General Meetings.

WINDING UP.

95. If the Company shall be wound up the Liquidator may, ^{Distribution of assets in specie in winding up} with the sanction of an Extraordinary Resolution of the contributories, divide amongst the contributories in specie the whole or any part of the assets of the Company, and may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit.

INDEMNITY.

96. Every Director, ^{Indemnity} Managing Director, Manager, officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Managing Director, Manager, officer or Auditor 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 under section 448 of the Act in which relief is granted to him by the Court.

Robert Bird

CHAIRMAN.

WE HEREBY CERTIFY THAT THIS IS THE DOCUMENT SUBMITTED TO AN EXTRAORDINARY GENERAL MEETING OF ALFRED BIRD & SONS LIMITED HELD ON THE 16TH AUGUST 1954 AND FOR THE PURPOSE OF IDENTIFICATION SUBSCRIBED BY THE CHAIRMAN OF SUCH MEETING AS REFERRED TO IN THE SPECIAL RESOLUTION PASSED AT THE SAID MEETING.

George M. Lawrence
DIRECTOR.
R. H. Beck

The Companies Acts 1908 to 1948.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

ALFRED BIRD & SONS LIMITED

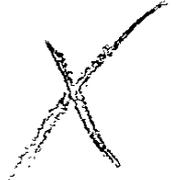
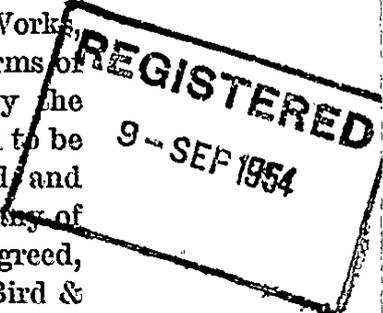
1. The name of the Company is "ALFRED BIRD & SONS LIMITED."

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

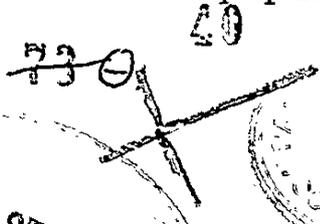
3. The objects for which the Company is established are— Objects

(A) To acquire as a going concern, from Alfred Bird & Sons Limited (incorporated in 1900), of Devonshire Works, Deritend, in the City of Birmingham, upon the terms of an agreement already prepared and identified by the signature of Hugh Barham Carslake, and expressed to be made between the said Alfred Bird & Sons Limited and Arthur Axel Miller of the one part, and this Company of the other part, or on such other terms as may be agreed, the businesses now carried on by the said Alfred Bird & Sons Limited, under the style of "Alfred Bird & Sons Limited," at Devonshire Works, Deritend aforesaid, and at Market Road, Islington, London, as manufacturers of and dealers in custard powder, egg powder, baking powders, and various other food products, specialities, and preparations for culinary and domestic use, and as wholesale and manufacturing chemists, and certain of the property and assets connected therewith; and to carry on, develop and extend the said businesses.

(B) To carry on the business of general millers, manufacturers, importers and exporters of and dealers in all kinds of food and non-food products and articles and preparations



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7-SEP-1954

Filed by New Bank etc

for human or animal consumption, culinary, domestic, household, or agricultural use, and to manufacture and deal in all such other products and substances as can be made or extracted from the raw or other materials used in or for, or in connection with the business of the Company or from the waste or refuse of such materials and to manufacture and deal in all kinds of materials machinery, apparatus and things necessary or useful in the production of any such articles as aforesaid.

- (c) To carry on the businesses of machinists, timber merchants, carpenters and joiners, wood sawyers, fitters, millwrights, makers of tools and implements, packing and box makers, smiths, tinmen, printers, lithographers, paper dealers, and of all detailed branches of business usually or conveniently connected with any such businesses as aforesaid, either for preparing or finishing articles for sale or for auxiliary purposes as well for the purposes of the business's aforesaid, as for the purpose of profit as independent businesses, and any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (D) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (E) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (F) To purchase, take on lease or in exchange, or otherwise acquire, any real or personal property, patents, licences, trade marks or copyrights, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

Acquire other
business or
property

Acquire shares in
other companies

Acquire lands,
property, rights
and privileges, and
construct buildings

- (G) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance. Borrow money, mortgage undertaking
- (H) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments. Make and accept bills, &c.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employés or ex-employés of the Company or its predecessors in business or the dependents of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds. Grant pensions and subscribe to charities
- (J) To lend money on any terms that may be thought fit, and particularly to customers or other persons or corporations having dealings with the Company, and to give any guarantees which may be deemed expedient. Lend
- (K) To invest any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient. Invest
- (L) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or persons, firm or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect. Enter into partnership
- (M) To amalgamate with any other company or companies. Amalgamate
- (N) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company. Sell or otherwise deal with undertaking

Distribute assets in specie

(o) To distribute any of the Company's property among the Members in specie.

Act as and through agents, trustees, &c.

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

Generally do all things conducive to above

(q) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by billposting, by circulars, by purchasing and exhibiting of works of art or interest, by publication of books and periodicals, by granting prizes, rewards, and donations, by trade and general exhibitions, by cookery lectures and demonstrations, or by any other means which may be thought desirable.

(r) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

Liability of members

4. The liability of the members is limited.

Capital of Company

5. The capital of Alfred Bird & Sons Limited was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice, dated the 16th day of December 1946, reduced from £410,000, divided into 410,000 shares of £1 each to £68,333 6s. 8d. divided into 410,000 shares of 3s. 4d. each. At the date of the registration of this Minute 403,500 of the said shares (numbered 1 to 403500) have been issued and are deemed to be fully paid up and the remaining 6,500 shares are unissued. A Special Resolution of the Company has been passed, to take effect upon the aforesaid reduction of capital taking effect, increasing the capital of the Company to its former amount of £410,000 by the creation of 2,050,000 shares of 3s. 4d. each.

Any of the shares in the original capital of the Company for the time being unissued, and 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 condition or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine.

We hereby certify that this is a true copy of the Memorandum of Association of Alfred Bird & Sons Limited as altered by a Special Resolution passed at an Extraordinary General Meeting of the said Company held on the 16th August 1954.

Note: On incorporation the Capital of the Company was £400,000 divided into

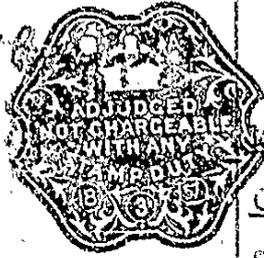
George M. Lamb
.....Director.

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RECEIVED
27 FEB 1957
No. 71285/1



MEMORANDUM OF AGREEMENT made BETWEEN GENERAL FOODS

CORPORATION of North Street White Plains New York United States of America (hereinafter called "the Vendor") of the one part and ALFRED BIRD & SONS LIMITED of Devonshire Works in the City of Birmingham (hereinafter called "the Purchaser") of the other part



THE requisite permission of the Exchange Control Authority having been received:-

1. THE Vendor shall sell and the Purchaser shall purchase:
 - (a) 4,997 fully paid Ordinary Shares of £1 each in Grape-Nuts Company Limited which the Vendor holds as registered owner; and
 - (b) the Vendor's beneficial interest in a further three such shares registered in the names of individuals holding such shares as nominees for the Vendor.

RECEIVED
MAR 1957

All which said shares represent the entire Authorised and Issued Share Capital of Grape-Nuts Company Limited.

2. THE said sale and purchase shall take effect for a consideration to be satisfied by the issue and allotment to the Vendor of 30,000 Ordinary Shares of 3s. 4d. each of the Purchaser credited as fully paid.

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3. THE said sale and purchase shall be completed forthwith when the Vendor shall transfer the said 4,997 Ordinary Shares in Grape-Nuts Company Limited and direct its said

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nominees to execute Declarations of Trust in favour of
the Purchaser and the Purchaser shall issue and allot
the shares referred to in Clause 2 hereof.

DATED this Twentieth day of January 1957.

For and on behalf of
GENERAL FOODS CORPORATION.

George A. Bryan

For and on behalf of
ALFRED BIRD & SONS LIMITED.

H. Edward Smith

WITNESS:

*W. J. O'Connell
Deputy Secretary*

WITNESS:

*C. H. Turner
Solicitor
Birmingham*

DATED 20th January 1957

GENERAL FOODS CORPORATION

- and -

ALFRED BIRD & SONS LIMITED

MEMORANDUM OF AGREEMENT

providing for the sale of the
entire Issued Share Capital
Grape-Nuts Company Limited.

203663

The Companies Act 1948.

COMPANY LIMITED BY SHARES.



Special Resolution

OF

ALFRED BIRD & SONS LIMITED.

Passed 9th June 1958.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Devonshire Works, Birmingham 12, on the 9th day of June 1958. the following RESOLUTION was passed as a SPECIAL RESOLUTION:--

RESOLUTION.

That the Articles of Association of the Company be altered by deleting in Article 43 the word "ten" and by substituting therefor the word "fifteen".


Chairman.



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the Company in General Meeting during their tenure of office, and the report shall state:—

- (a) Whether or not they have obtained all the information and explanations they have required, and
- (b) Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs according to the best of their information and the explanations given to them and as shown by the books of the Company.

Auditors report
to be read in
Meeting

Auditor's report shall be read before the Company in Meeting, and shall be open to inspection by any Member.

NOTICES.

Service of notices.

157. Any notice or document may be served by the Company on any Member either personally or by post through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register. In the case of joint holders of shares all notices shall be given to one of the joint holders whose name stands first in the Register, and notice so given shall be sufficient notice to all the joint holders.

Joint holders.

What Member entitled to notice.

158. Any Member domiciled in the United Kingdom by an address not in the United Kingdom who has at any time, give to the Company an address in the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address as aforesaid no Member, other than a Member domiciled in the United Kingdom, shall be entitled to receive any notice from the Company.

When notice deemed served.

159. Any notice or other document served by post, shall be deemed to have been served on the day on which it is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or other document was properly addressed, stamped and put into the post.

Notice in case of death or bankruptcy.

160. Any notice or document served by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member is dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any

share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service of the notice or document, have been removed from the Register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

161. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall, unless otherwise expressly provided, be counted in such number of days or other period.

How time to be counted.

WINDING-UP.

162. If the Company shall be wound up the Liquidator may, with the sanction of an extraordinary resolution of the contributories, divide amongst the contributories, in specie, the whole or any part of the assets of the Company, and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit.

Distribution of assets in specie in winding-up.

INDEMNITY.

163. Every Director, Managing Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Managing Director, Manager, Officer or Auditor 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 under Section 372 of the Act in which relief is granted to him by the Court.

Indemnity.

These are the Articles of Association which were adopted at the Extraordinary General Meeting of the Shareholders of Alfred Bird & Sons Limited on 17th June 1936.

Robert Bird

Chairman of the Meeting.

No. 203663. 1/31



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Ordinary Resolution

— OF —

ALFRED BIRD & SONS LIMITED

Passed 15th April, 1940.

REGISTERED
20 APR 1940

At an adjourned EXTRAORDINARY GENERAL MEETING of ALFRED BIRD & SONS LIMITED, duly convened and held on the 15th day of April, 1940, the following Ordinary Resolution was duly passed:—

RESOLUTION.

That the Share Capital of the Company be increased to £410,000 by the creation of 10,000 additional Ordinary Shares of £1 each, such additional Ordinary Shares to be at the disposal of the Board.

Adrian Miller

Secretary.



No. of Certificate 203663

1/32
Follows Report

[C.A. 39]
4-7-39.



f
50

ALFRED BIRD & SONS

LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

REGISTERED
20 APR 39

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

NOTE.—Attention is drawn to Section 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

London Wall, London, E.C.2, Parliament Street, London, S.W.1 ;
and 8, Newhall Street, Birmingham, 3.

Presented by

Cloughton and May

[Handwritten signature]

The NOMINAL CAPITAL of _____

ALFRED BIRD & SONS Limited,

has by a Resolution of the Company dated 15th April 1940

been increased by the addition thereto of the sum of £ 10,000, divided into

10,000 shares of £ 1 each beyond the Registered Capital of

Four hundred thousand pounds

Signature Alex Miller

Description Secretary

Date 18th April, 1940.

This Statement should be signed by an Officer of the Company.

NOTE—This margin is reserved for Binding, and must not be written across.

No. of Company 203663 / 23

Handwritten scribbles and a small circular stamp at the top right.

THE COMPANIES ACT, 1929.



Handwritten initials 'RR'.

Notice of Increase in Nominal Capital.

Pursuant to Section 52.



Name
of
Company

ALFRED BIRD & SONS Limited.

REGISTERED
27 APR 1942

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS.

London Wall, London, E.C.2, Birchin Lane, London, E.C.3,

Parliament Street, London, S.W.1; and 8, Newhall Street, Birmingham, 3.

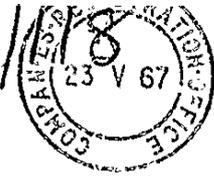
Presented by

Slaughter and May,

18, Austin Friars, E.C.2.

Handwritten signature or scribble at the bottom right.

203663



[Handwritten mark]

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

— OF —

ALFRED BIRD & SONS LIMITED.

(Registered

1967.)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Offices of the Company, Maxwell House, Banbury, Oxfordshire, on Thursday the 18th day of May, 1967 the following RESOLUTION was duly passed as a SPECIAL RESOLUTION of the Company:—

23 MAY 1967

RESOLUTION.

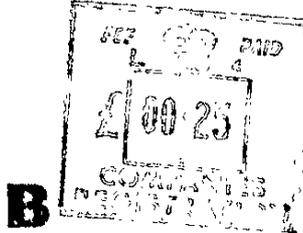
THAT the name of the Company be changed to **GENERAL FOODS LIMITED** with effect from June 1st, 1967.

DATED this 18th day of May, 1967.

Chairman of the Meeting.

James H. Whitcomb

No. 203663



Reference: C.R.

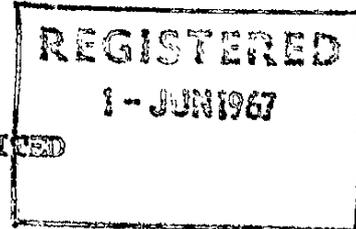
BOARD OF TRADE

COMPANIES ACT, 1948

ALFRED BIRD & SONS LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

GENERAL FOODS LIMITED



Signed on behalf of the Board of Trade

this 1st June, 1967.

L.S. Whitfield

C.60

Authorised in that behalf by the
President of the Board of Trade

DUPLICATE FOR THE FILE.

No. 203663



Certificate of Incorporation on Change of Name

Whereas

ALFRED BIRD & SONS LIMITED

was incorporated as a limited company under the
Companies Acts 1908 to 1917
on the 6th February, 1925

And Whereas by special resolution of the Company and with the
approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited
company incorporated under the name of

GENERAL FOODS LIMITED

Given under my hand at London, this 1st June, 1967

Certificate received by
Watson Lane Ltd
per Stewart
Date *1/6/67*

L.S. Whitfield
Assistant Registrar of Companies.

THE COMPANIES ACTS 1948 TO 1967.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION
— OF —
GENERAL FOODS LIMITED.

(Registered)

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on Thursday, 23rd January, 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:—

RESOLUTION

That the Articles of Association of the Company be altered by deleting Article 61 (relating to the seal of the Company) and by substituting therefor the following Article:—

"61. The seal shall not be affixed to any instrument without the authority or ratification of the Directors and any document so sealed shall be countersigned by a Director and the Secretary or some other officer (including another Director) of the Company Provided that Certificates for shares, debenture stock or other forms of security of the Company may at the discretion of the Directors be issued under the seal of the Company without the countersignature of such persons as aforesaid if the systems of controlling the affixing of the seal thereto is controlled by the Auditors Registrars or Bankers of the Company on terms agreed by the Directors."

DATED this 23rd day of *January* 1969

P. J. Williams
Secretary.



Number of } 203663 / 127.
Company }

THE COMPANIES ACTS 1948 to 1967

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Subdivided, or Converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the Cancellation of Shares (otherwise than in connection with a reduction of share capital under Section 66 of the Companies Act 1948).

Pursuant to Section 62 of the Companies Act 1948.

Insert the Name of the Company {
GENERAL FOODS
LIMITED

Presented by _____
Presenter's Reference _____

GR

Form No. 28
(No filing fee payable)

2
TO THE REGISTRAR OF COMPANIES.

GENERAL FOODS

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act 1948

that by an Ordinary Resolution of the Company duly passed at the Annual General Meeting of the Company duly convened and held on 13th November, 1970 the existing issued and unissued 2,460,000 Ordinary Shares of 3/4d. each in the capital of the Company were consolidated into 410,000 Ordinary Shares of £1 each.

(Signature) *[Handwritten Signature]*

(State whether Director or Secretary)

Secretary

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

No. 203663.



Certificate of Incorporation

I HEREBY CERTIFY that ALFRED BIRD & SONS 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 Sixth day of February
One thousand nine hundred and twenty-five.

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

Fees and Deed Stamps, £45 : 5 : 0.

Stamp Duty on Capital, £4,000 : 0 : 0.

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF
ALFRED BIRD & SONS LIMITED

1. The name of the Company is "GENERAL FOODS LIMITED" ✓
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
Objects
 - (A) To acquire as a going concern, from Alfred Bird & Sons Limited (incorporated in 1900), of Devonshire Works, Deritend, in the City of Birmingham, upon the terms of an agreement already prepared and identified by the signature of Hugh Barham Carslake, and expressed to be made between the said Alfred Bird & Sons Limited, and Arthur Axel Miller of the one part, and this Company of the other part, or on such other terms as may be agreed, the businesses now carried on by the said Alfred Bird & Sons Limited, under the style of "Alfred Bird & Sons Limited," at Devonshire Works, Deritend aforesaid, and at Market Road, Islington, London, as manufacturers of and dealers in custard powder, egg powder, baking powders, and various other food products, specialities, and preparations for culinary and domestic use, and as wholesale and manufacturing chemists, and certain of the property and assets connected therewith; and to carry on, develop and extend the said businesses.
 - (B) To carry on the business of general millers, manufacturers, importers and exporters of and dealers in all kinds of food and non-food products and articles and preparations

for human or animal consumption, culinary, domestic, household, or agricultural use, and to manufacture and deal in all such other products and substances as can be made or extracted from the raw or other materials used in or for, or in connection with the business of the Company or from the waste or refuse of such materials and to manufacture and deal in all kinds of materials machinery, apparatus and things necessary or useful in the production of any such articles as aforesaid.

(c) To carry on the businesses of machinists, timber merchants, carpenters and joiners, wood sawyers, fitters, millwrights, makers of tools and implements, packing and box makers, smiths, tinmen, printers, lithographers, paper dealers, and of all detailed branches of business usually or conveniently connected with any such businesses as aforesaid, either for preparing or finishing articles for sale or for auxiliary purposes as well for the purposes of the businesses aforesaid, as for the purpose of profit as independent businesses, and any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

Acquire other
business or
property

(D) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.

Acquire shares in
other companies

(E) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

Acquire lands,
property, rights
and privileges, and
construct buildings

(F) To purchase, take on lease or in exchange, or otherwise acquire, any real or personal property, patents, licences, trade marks or copyrights, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

- 6
- (G) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance. Borrow money, mortgage undertaking
- (H) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments. Make and accept bills, &c.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employes or ex-employes of the Company or its predecessors in business or the dependents of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds. Grant pensions and subscribe to charities
- (J) To lend money on any terms that may be thought fit, and particularly to customers or other persons or corporations having dealings with the Company, and to give any guarantees which may be deemed expedient. Lend
- (K) To invest any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient. Invest
- (L) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or persons, firm or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect. Enter into partnership
- (M) To amalgamate with any other company or companies. Amalgamate
- (N) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company. Sell or otherwise deal with undertaking

Distribute assets
in specie

Act as and
through agents,
trustees, &c.

Generally do all
things conducive
to above

Liability of
members

Capital of
Company

- (o) To distribute any of the Company's property among the Members in specie.
- (p) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (q) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by billposting, by circulars, by purchasing and exhibiting of works of art or interest, by publication of books and periodicals, by granting prizes, rewards, and donations, by trade and general exhibitions, by cookery lectures and demonstrations, or by any other means which may be thought desirable.
- (r) To do all such other things as are incidental or the Company may think 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 £410,000 divided into 410,000 shares of £1 each

Any of the shares in the original capital of the Company for the time being unissued, and 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 condition or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine.

NOTE: That part of Clause 5 printed in italics is the Minute approved by the Court which is deemed to be substituted for the corresponding part of the original Memorandum of Association by virtue of the provisions of the Companies Acts.

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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
ROBERT BLAND BIRD, The White House, Solihull, Warwickshire, Baronet, M.P.	One
GEOFFREY BIRD, Blythe Hall, Knowle, Warwickshire, Manufacturer.	One
OLIVER BIRD, Wood Lawn, Solihull, Warwickshire, Manufacturer.	One
CHRISTOPHER ALFRED BIRD, Pinfield House, Barnt Green, Worcestershire, Manufacturer.	One

Dated this 3rd day of February 1925.

Witness to the Signature of Sir ROBERT BLAND BIRD—

A. BONNER,
Hall Porter,
Carlton Club.

Witness to the Signatures of GEOFFREY BIRD, OLIVER BIRD
and CHRISTOPHER ALFRED BIRD—

HUGH B. CARSLAKE,
Solicitor,
Birmingham.

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The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

ALFRED BIRD & SONS LIMITED

(Adopted by Special Resolution passed on the 16th day of August 1954)

TABLE A.

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

INTERPRETATION.

2. The marginal notes shall not affect the construction hereof. In these presents the words standing the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANINGS
The Act	The Companies Act 1948.
The Statutes	The Act and any Acts amending the same.
These presents	These Articles of Association as now framed or as from time to time altered by Special Resolution.
The Office	The registered office of the Company.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
The Board	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.

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WORDS

MEANINGS

- Mouth Calendar month.
- The register The register of members of the Company.
- In writing Written or produced by any substitute for writing or partly written and partly so produced.

Words importing the singular number only shall include the plural number and vice versa, and

Words importing the masculine gender shall include the feminine gender, and

Words importing persons shall include corporations, and the expression "Secretary" shall include a temporary or assistant Secretary.

Reference herein to any provision of the Act shall be a reference to such provision as modified by any Statute for the time being in force.

Definitions in statutes to apply to Articles

3. Subject to the last preceding Article, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

PRIVATE COMPANY

Private Company

- 4. The Company is a Private Company, and accordingly:—
 - (A) The number of members of the Company is limited to fifty.
 - (B) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - (C) The Company shall not have power to issue share warrants to bearer.
 - (D) The right to transfer shares is restricted in manner hereinafter appearing.

BUSINESS.

Business

5. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it shall think fit, and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

6. The office shall be at such place in England as the Board shall from time to time appoint. Situation of offices

7. No part of the funds of the Company shall be employed in the purchase of, or in loans upon the security of, the Company's shares, except in the course of transactions mentioned in the proviso to section 54 (1) of the Act. Funds of the Company not to be used for purchase of or loans on Company's shares

SHARE CAPITAL.

8. The share capital of the Company is £410,000, divided into 2,460,000 Ordinary Shares of 3s. 4d. each. Share capital

SHARES.

9. Subject to the provisions of these presents, the shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act. Shares to be under control of Board

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

11. Every person whose name is entered as a member in the register shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares, or several certificates each for one or more of his shares upon payment of such sum, not exceeding 1s., for every certificate after the first as the Board shall from time to time determine. Every certificate shall be under the seal, shall bear the signatures of at least one Director and the Secretary or some other person appointed by the Board and shall specify the shares to which it relates and the amount paid up thereon. Issue of share certificates

12. If a share certificate be defaced, lost or destroyed it may be renewed on payment of such fee (if any) not exceeding 1s. and on Renewal of share certificate

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such terms (if any) as to evidence and indemnity and payment of the out-of-pocket expenses of the Company of investigating such evidence as the Board thinks fit.

TRANSFER OF SHARES.

Shares to be transferable

13. Subject to such of the restrictions of these presents as may be applicable and to the terms of any contract entered into with any particular member or members upon the issue of any particular share or shares, any member may transfer all or any of his shares by transfer in writing in the usual common form or in any other form which the Board may approve.

Transfers to be signed by transferor and transferee

14. The instrument of transfer of a share shall be signed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.

No share to be transferred to person under disability

15. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Board may decline to register transfer

16. The Board may decline to register any transfer of shares and shall not be bound to assign any reason therefor. The Board shall not be bound to specify the grounds upon which the registration of any transfer is declined under this Article.

Board may decline to recognise transfers in certain events

17. The Board may decline to recognise any instrument of transfer unless :—

- (A) Such fee, not exceeding 2s. 6d. as the Board may from time to time require is paid to the Company in respect thereof ; and
- (B) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

Power of Board to close register

18. The register may be closed at such times and for such periods as the Board may from time to time determine, provided always that it shall not be closed for more than thirty days in any calendar year, and that the Board shall give the notice required by section 115 of the Act.

INCREASE OF CAPITAL.

Power to increase capital

19. The Company may from time to time in General Meeting increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

20. The Company may by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance, either at par or at a premium, or (subject to the provisions of section 57 of the Act) at a discount, to all the then members in proportion to the amount of the capital held by them respectively, or make any other provision as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.

Issue of new shares

ALTERATIONS OF CAPITAL.

21. The Company may in General Meeting by Ordinary Resolution :—

Consolidation of shares

(A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

(B) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of section 61 (1) (d) of the Act), and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over, or may have such qualified or deferred rights or be subject to any such restrictions as compared with, the other or others as the Company has power to attach to unissued or new shares.

Sub-division of shares

(C) Cancel any shares which, at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

Cancellation of shares

And may also by Special Resolution—

(D) Reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent required, by law.

Reduction of capital

GENERAL MEETINGS.

22. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices

Annual General Meeting

calling it ; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Board may call
Extraordinary
Meetings

23. The Board may call an Extraordinary General Meeting whenever it shall think fit.

Extraordinary
Meetings to
be called on
requisition

24. The Board shall, on requisition in accordance with section 132 of the Act, forthwith proceed to convene an Extraordinary General Meeting and in the case of any such requisition the provisions of section 132 of the Act shall apply.

NOTICE OF GENERAL MEETINGS.

Notice of
General Meeting

25. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company: Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this regulation be deemed to have been duly called if it is so agreed—

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

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

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PROCEEDINGS AT GENERAL MEETINGS.

26. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting with the exception of sanctioning dividends, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors, the election of Directors and Auditors and other officers in the place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Auditors. Definition of special business
27. No business shall be transacted at any General Meeting unless a quorum be present when the meeting proceeds to business. Save as otherwise provided by these presents, for all purposes the quorum shall be members personally present, not being less than three, holding or representing by proxy not less than one-tenth part of the issued share capital of the Company. A corporation being a member shall be deemed to be personally present if represented by proxy or in accordance with the provisions of section 139 of the Act. Quorum for General Meetings
28. If, within half an hour from the time appointed for the meeting, a quorum be not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum be not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum. Procedure if quorum not present
29. The Chairman (if any) of the Board or, in his absence, the Deputy Chairman (if any) shall preside as Chairman at every General Meeting of the Company. The Chairman of Board to preside
30. If there be no such Chairman or Deputy-Chairman, or if at any meeting neither the Chairman nor the Deputy-Chairman be present within fifteen minutes after the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present, he shall preside as Chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the members present shall choose one of their number to be Chairman. Appointment of Chairman in absence of Chairman of Board, etc.
31. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournments

Resolutions to be decided by show of hands unless poll is demanded

32. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll be demanded by the Chairman or by any member present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Result of poll deemed resolution of meeting

33. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Chairman to have casting vote

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

When poll to be taken

35. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs.

Demand for poll not to prevent continuance of business

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

VOTES OF MEMBERS.

Voting rights

37. Subject to any special terms as to voting upon which any shares may be issued or may from time to time be held, on a show of hands every member present in person shall have one vote, and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

Voting by corporation being a member

38. A corporation, being a member, may vote by any proxy or duly authorised representative, who shall be entitled to speak, demand a poll, vote, act as proxy and in all other respects exercise the rights of a member, and shall be reckoned as a member for all purposes.

When objection to qualification of voter may be raised

39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting

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shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

40. On a poll votes may be given either personally or by proxy. Votes may be given by proxy on poll

41. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if the appointor be a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

42. An instrument appointing a proxy may be in the following Form of proxy form or in any other form which the Board shall approve:—

“ALFRED BIRD & SONS LIMITED.

“ I, _____ ,

“ of _____ ,

“ in the County of _____ , being a

“ member of the above-named Company, hereby

“ appoint _____

“ of _____

“ another member or failing him, _____

“ of _____

“ another member or failing him, _____

“ of _____

“ another member, as my proxy to vote for me and on

“ my behalf at the (Annual or Extraordinary, as the

“ case may be) General Meeting of the Company, to be

“ held on the _____ day of _____ 19 _____ , and at any

“ adjournment thereof.

“ As witness my hand this _____ day of _____ 19 _____ .”

DIRECTORS.

43. Unless and until otherwise determined by the Company in Number of Directors General Meeting the number of Directors shall not be less than three nor more than fifteen

44. Each Director shall have the power to nominate (1) any Alternate Directors other Director, or (2) any person approved for that purpose by a resolution of the Board, to act as alternate Director in his place during his absence, and at his discretion to remove such alternate Director and, on such appointment being made, the alternate Director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions,

powers and duties of the Director he represents. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

Form of
appointment
of alternate
Director

45. Any instrument appointing an alternate Director shall be left at the office and shall, as nearly as circumstances will admit, be in the form or to the effect following:—

“ ALFRED BIRD & SONS LIMITED.

“ I,

“ a Director of the above-named Company, in pursuance
“ of the power in that behalf contained in Article 44
“ of the Articles of Association of the Company do hereby
“ nominate and appoint
“ of,
“ to act as alternate Director in my place during my
“ absence and to exercise and discharge all my duties as a
Director of the Company

“ As witness my hand this day of 19 .”

Remuneration
of Directors

Travelling
expenses, etc.

46. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be paid their travelling and hotel expenses of attending and returning from Board meetings or otherwise incurred while engaged on the business of the Company.

Directors may
be directors of
or interested in
other companies
in which the
Company is
interested

47. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company, or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of, or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as it shall think fit, including the exercise in favour of any resolution appointing it, or any of its number, directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. 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 become, a director or officer of such other company and as such, or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

18. It shall not be necessary for a Director to hold any share No share qualification

49. The office of a Director shall be vacated in the following Events in which office of Director vacated events, namely:—

- (A) If he resign his office by writing under his hand left at the office.
- (B) If he be found lunatic or of unsound mind, or become bankrupt or compound with his creditors.
- (C) If the Board resolve that his office be vacated.
- (D) If he become prohibited from being a Director by reason of any order made under the Act.

50. Any person may be appointed or elected as a Director No age restriction whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

POWERS AND DUTIES OF DIRECTORS.

51. The business of the Company shall be managed by the Board's power of management of business Board, which may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

52. The Board may from time to time and at any time by Board may appoint attorneys power of attorney appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

W

Power to vote

43. The Company may exercise the powers conferred by section 30 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

Power to register

44. The Company, or the Board on behalf of the Company, may exercise the powers conferred upon the Company by sections 116 to 123 (both inclusive) of the Act with regard to the keeping of a dominion register, and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any such registers.

Power to borrow

45. The Board may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities,

Directors may hold other offices

46. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the meeting of the Board at which the question of entering into the contract is first taken into consideration or, if such Director was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after he became so interested, and where a Director becomes interested in a contract after it is made such declaration shall be made at the first meeting of the Board held after he becomes so interested. A Director shall be entitled to vote in respect of any contract in which he is so interested notwithstanding such interest. A general notice that a Director is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be sufficient disclosure under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

Directors may contract with Company

Declaration of interest

Power to vote

General notice of interest

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

Minutes to be made

- (A) Of all appointments of officers made by the Board.
- (B) Of the names of the Directors present at each Board or committee meeting.
- (C) Of all resolutions and proceedings at all meetings of the Company and of the Board and of the committees.

MANAGING DIRECTOR

58. The Board may from time to time appoint one or more of its body to the office of Managing Director for such term as it thinks fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, and a Director so appointed shall not, while holding that office, be subject to retirement by rotation or taken into account in determining the rotation or retirement of Directors, but he shall, subject to the provisions of any agreement between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases from any cause to be a Director he shall ipso facto and immediately cease to be a Managing Director.

Power to appoint Managing Director

59. A Managing Director shall receive such remuneration (whether by way of salary commission or participation in profits, or partly in one way and partly in another) as the Board may determine, and either in addition to or in lieu of his remuneration as a Director.

Remuneration of Managing Director

60. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by it upon such terms and conditions, and with such restrictions, as it thinks fit, and either collaterally with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Powers of Managing Director

THE SEAL

61. The seal shall not be affixed to any instrument without the authority or ratification of the Directors and any document so sealed shall be countersigned by a Director and the Secretary or some other officer (including another Director) of the Company Provided that Certificates for shares, debenture stock or other forms of security of the Company may at the discretion of the Directors be issued under the seal of the Company without the countersignature of such persons as aforesaid if the systems of controlling the affixing of the seal thereto is controlled by the Auditors, Registrars or Bankers of the Company on terms agreed by the Directors.

Seal

ROTATION OF BOARD

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Company in
General Meeting
to fill vacancies

63. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, unless at such meeting it be expressly resolved not to fill up such vacated office. The Company may also in General Meeting (subject to the provisions of the next following Article) elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

Power for
Company to
increase or
reduce the
number of
Directors

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

Power of Board
to fill vacancy
or appoint
additional
Director

65. Without prejudice to the power of the Company in General Meeting in pursuance of any of the provisions of these presents to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person as a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

Power for
Company to
remove one
Director and
appoint another

66. In addition and without prejudice to section 182 of the Act the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall retire from office at the next Annual General Meeting, but shall be eligible for re-election.

PROCEEDINGS OF BOARD.

Meetings of
Board

67. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Board meeting.

Chairman to have
casting vote

Quorum for
Board

68. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless and until so fixed at any other number shall be three.

Power of
continuing
Directors to act

69. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number be reduced

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below the minimum number fixed by or in accordance with these presents the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these presents as the quorum.

70. The Board may elect a Chairman and Deputy-Chairman ^{Chairman of Board} of its meetings and determine the period for which they are respectively to hold office. If no such Chairman or Deputy-Chairman be elected or if at any meeting neither the Chairman nor the Deputy-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

71. A meeting of the Board for the time being at which a quorum ^{Quorum of Board} is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

72. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall, provided such Directors ^{Majority of Directors} constitute a majority of the Directors for the time being in office, be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

73. The Board may delegate any of its powers to committees ^{Committees} consisting of such member or members of its body as it thinks fit, and power if the Board so determines, for any such committee to sub-delegate to one or more of its number any of the powers delegated to it. Any committee so constituted shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

74. A committee may elect a Chairman of its meetings: if no ^{Chairman of committee} such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

75. A committee may meet and adjourn as it thinks proper. ^{Chairman of committee} Questions arising at any meeting shall be determined by a majority of votes of the members present and, in case of an equality of votes, the Chairman shall have a second or casting vote. The meetings and proceedings of a committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations imposed on the Board or any of the provisions of the preceding Articles.

Validity of acts
of Board and
committees

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

DIVIDENDS.

Application of
profits

77. The Board may, with the sanction of the Company in General Meeting, pay dividends and, subject to the rights of any shares which may hereafter be issued or may for the time being be held on special conditions, the profits of the Company distributed as dividend or bonus shall be distributed among the members in proportion to the number of their shares and the amounts paid, or credited as paid, on the shares held by them respectively. No dividend shall be payable except out of the profits of the Company available for dividend or in excess of the amount recommended by the Board.

Declaration of
dividends

78. All dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this Article as paid on the share. All dividends shall be paid pro rata according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

Interim dividends

79. The Board may from time to time pay to the members such interim dividends as may appear to the Board to be justified by the position of the Company.

Net profits

80. The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

Dividend not
to bear interest

81. No dividend shall bear interest against the Company.

Payment of
dividends, etc.

82. Until otherwise directed, any dividend payable in cash to the registered holders of shares shall be paid by cheque or warrant sent through the post directed to the holder at his registered address. Every such cheque or warrant shall, unless holders otherwise direct, be made payable to the order of the registered holder and shall be sent at his or their risk.

Power to make
use of
unclaimed
dividends

83. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.

RESERVES.

84. The Board may, before recommending any dividend, set aside out of the profits of the Company such sum or sums as it thinks proper as a reserve fund or reserve funds, which shall at the discretion of the Board be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company, or for any other purpose to which the profits of the Company may properly be applied, and the Board may divide the reserve fund into separate funds for special purposes, and may invest the sums from time to time carried to the credit of such fund or funds upon such securities (other than the shares of the Company) as it may select, or may employ the same in the business of the Company.

Board may establish reserve fund

CAPITALISATION OF PROFITS.

85. The Company in General Meeting may at any time and from time to time pass a resolution to the effect that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve funds or to the credit of the profit and loss account or otherwise available for distribution and that, accordingly, such sum be set free for distribution amongst the members who would be entitled to such profits if distributed by way of dividend on the footing that the same be not paid in cash but be applied in payment up in full of shares, debentures or other securities of the Company, and that such shares, debentures or other securities be distributed amongst such members, and the Board shall give effect to such resolution.

Capitalisation of profits

86. The Company in General Meeting may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing capital profits arising from moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investment representing the same, instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed among the members who would have been entitled thereto if the same had been moneys distributed by way of dividend in the ordinary way on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if they had been moneys so distributed. Provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company.

Distribution of capital profits

ACCOUNTS.

Board to keep
accounts

87. The Board shall cause true accounts to be kept—

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

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

Books of
account

88. The books of account shall be kept at the registered office of the Company, or, subject to section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

Inspection by
members

89. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.

Profit and loss
account and
balance sheet

90. The Directors shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

Balance sheet
and documents
to be sent to
members

91. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors' report shall not less than twenty-one days before the date of the meeting be sent to every member of the Company.

AUDIT.

Auditors to be
appointed

92. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES.

Service of
notices

93. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered

address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of five days after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

94. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member and to the Auditor for the time being of the Company. No other person shall be entitled to receive notices of General Meetings. To whom given

WINDING UP.

95. If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution of the contributories, divide amongst the contributories in specie the whole or any part of the assets of the Company, and may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit. Distribution of assets in specie in winding up

INDEMNITY.

96. Every Director, Managing Director, Manager, officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Managing Director, Manager, officer or Auditor 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 under section 448 of the Act in which relief is granted to him by the Court. Indemnity

Price Waterhouse

1985 11 19

TELEPHONE 01-403 2315
01-403 2315

RECEIVED

25 NOV 1985

SECRETARIAL DEPT.



19 November 1985

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The Directors
General Foods Limited
Ruscott Avenue
Banbury
Oxon OX16 7QU

Att: DA Lacy Esq

Dear Sirs

GENERAL FOODS LIMITED
GENERAL FOODS (NORTHERN EUROPE) LIMITED
MAXPAX (UK) LIMITED
COFFEE HAG (UK) LIMITED
ALFRED BIRD & SONS LIMITED
GENERAL FOODS (PENSION TRUSTEES) LIMITED
ALFRED BIRD AND SONS (PENSION TRUSTEES) LIMITED

We give notice that we are resigning as auditors of the above named companies effective the date of this letter. There are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the above named companies.

Yours faithfully,

Price Waterhouse

HLC/RBH/GF



G

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

2.1

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

To the Registrar of Companies

For official use

Company number

2 0 1 2

203663

Name of company

* GENERAL FOODS LIMITED

Insert full name of company

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

Note Please read notes 1 to 5 overleaf before completing this form

Day Month

3 0 1 1

† delete as appropriate

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

Day Month Year

3 0 1 1 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4 and complete as appropriate

The company is a ~~[subsidiary]~~ ~~[holding company]~~† of _____

_____, company number _____

the accounting reference date of which is _____

Signed *D. King*

~~[Director]~~ ~~[Secretary]~~† Date 5 January 1986

Presentor's name address and reference (if any):
D. G. KING
SOLICITOR
GENERAL FOODS LIMITED
BANBURY
OXON, OX16 7QU.

For official Use	
General Section:	Post room
	



Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

1. To the Registrar of Companies (Address overleaf - Note 6)

Company number

203663

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

Name of company

* GENERAL FOODS LIMITED

* insert full name of company

Note Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

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

Day Month

2 1 1 2

3. The current accounting reference period of the company is to be treated as (show XXXX) [extended]† and [is to be treated as having come to an end] [delete XXXX XXXX] on

Day Month Year

2 1 1 2 1 9 9 1

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a (show XXXX) [parent]† undertaking of The Kenco Coffee Company Ltd, Maxpax (UK) Ltd., and Coffee Hag (UK) Ltd., company numbers 189528, 1583517 and 401598 respectively

the accounting reference date of which ~~was~~ was 30th November and is now 21st December

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

6. Signed C.K. Cash Designation† Secretary Date 26.11.91

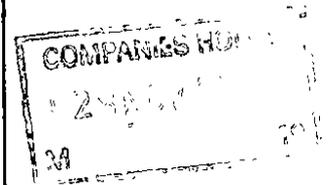
† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

CKC/TH Mr. C.K. Cash St. George's House, Bayshill Road, Cheltenham GLOS GL50 3AE

For official use D.E.B.

Post room



Notice of claim to extension of period allowed for laying and delivering accounts — oversea business or interests

244

Pursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989

Please do not write in this margin

To the Registrar of Companies
(Address overseas)

Company number

203663

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

Name of company

GENERAL FOODS LIMITED,

* Insert full name of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]t

† date as appropriate

Day Month Year

2 1 1 2 1 9 9 3

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

Signed



COMPANY SECRETARY/
Designation: LEGAL ADVISOR Date 21.10.93

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 6

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

For official use
O.E.B

COMPANIES HOUSE
CARDIFF
21 OCT 1993
RECEPTION DESK

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 203663

The Registrar of Companies for England and Wales hereby certifies that

GENERAL FOODS LIMITED

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

KRAFT JACOBS SUCHARD LIMITED

Given at Companies House, London, the 6th January 1995



C00203663W

A handwritten signature in black ink, appearing to read 'L. Mills'.

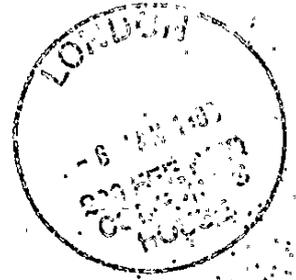
MRS L. MILLS

For The Registrar Of Companies



COMPANIES HOUSE

Company No: 203663



THE COMPANIES ACTS 1985 to 1989
A Company Limited By Shares

SPECIAL RESOLUTION
of
GENERAL FOODS LIMITED
(passed on 27 December 1994)

At an Extraordinary General Meeting of the Company held on 27 December 1994 the following Resolution was duly passed as a Special Resolution.

THAT the name of the Company be changed to KRAFT JACOBS SUCHARD LIMITED.

Secretary

CERTIFIED A TRUE COPY
Clifford Chance 6.1.95

NO 203663
KLO
SPONGE 1374

