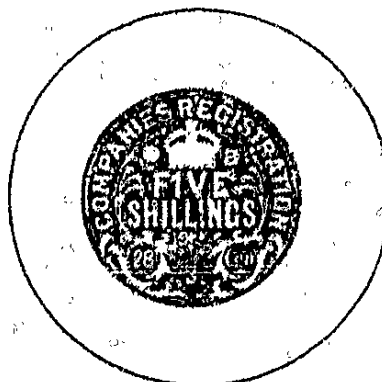


# THE COMPANIES ACT, 1929.

REGISTERED  
29 MAR 1933



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

## Declaration of Compliance with the Requirements of the Companies Act, 1929, on Application for Registration of a Company.

*Pursuant to Section 15 (2).*

Name  
of  
Company

TIP TOP BAKERIES Limited.

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON;  
AND 8 NEWHALL STREET, BIRMINGHAM.

represented by

1104

of 6 Bennett's Hill, in the City of Birmingham

(a) "A Solicitor of  
the Supreme Court (or  
in Scotland an Enrolled  
Law Agent) engaged  
in the formation."

or

"A Person named in  
the Articles of Asso-  
ciation as a Director  
or Secretary."

Do solemnly and sincerely declare that I am <sup>(a)</sup> a Solicitor of

the Supreme Court engaged in the formation

of TIP TOP BAKERIES

Limited

and That all the requirements of the Companies Act, 1929,  
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 6 Bennett's Hill

Birmingham in the County of Warwick

the 24<sup>th</sup> day of March

one thousand nine hundred and thirty-nine

Before me,

*James Green*

*Roy Pinsent*

of Company 351261

REGISTERED

29 MAR 1939



TIP TOP BAKERIES

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp  
Act 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for  
every £100 or fraction of £100—Section 41, Finance Act, 1938.)

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

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

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

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

Printed by

The NOMINAL CAPITAL of

TIP TOP BAKERIES

Limited

is £ 50,000. divided into 50,000 shares of £1.----- each

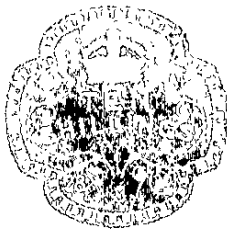
Signature

*P. J. Smith*

Solicitors to the Company

State whether Director, Manager, or Secretary.

Date 24th day of March 1939



351261



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.



REGISTERED  
29 MAR 1934

# Memorandum of Association

— OF —

## TIP TOP BAKERIES LIMITED.

1. The name of the Company is "TIP TOP BAKERIES LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
  - (1) To carry on business as wholesale and retail bread manufacturers and also as manufacturers or producers of and wholesale or retail dealers in foodstuffs and provisions (whether solid or liquid) of every kind and description and in particular but without limiting the generality of the foregoing to carry on business as confectioners grocers bakers and general provision merchants and manufacturers of and dealers in biscuits and other farinaceous foods and products tea coffee and other provisions medicines and medicinal products.
  - (2) To establish tea rooms restaurants and refreshment depots for the sale of bread biscuits and other farinaceous foods and products tea coffee and other provisions and to carry on there the business of refreshment house keepers and contractors licensed victuallers wine and spirit merchants importers and brokers of

1106

food produce medicines and medicinal products of every kind and description.

- (3) To carry on the business of farmers graziers flour and corn merchants millers bakers cow keepers dairymen tea and coffee planters cocoa growers timber growers ranch owners market gardeners wharfingers ship owners and carmen by land or sea and any other business or undertaking which is connected with the preparation manipulation and distribution of cereal food food-stuffs food and consumable articles.
- (4) To manufacture purchase adopt prepare use let or hire or otherwise deal in any materials plant apparatus ovens engines machinery appliances articles or things connected with the preparation and manipulation of cereals food-stuffs foods medicines and medicinal products and to carry on any business or businesses that may be therefore involved.
- (5) To carry on the business of a co-operative store in all its branches and in particular to buy sell manufacture and deal in goods stores consumable articles medicines medicinal products chattels and effects of all kinds both wholesale and retail and to transact every kind of agency business.
- (6) To develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes constructing altering pulling down decorating maintaining furnishing fitting up and improving buildings and by planting paving draining farming cultivating letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders tenants and others.
- (7) To purchase or by other means acquire any freehold leasehold or other property for any estate or interest whatever and any rights privileges or easements over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.

- (8) To build construct maintain alterenlarge pull down and remove or replace any buildings factories mills offices works wharves roads railways tramways machinery engines walls fences banks dams sluices or watercourses and to clear sites for the same or to join with any person firm or company in doing any of the things aforesaid and to work manage and control the same or join with others in so doing.
- (9) To acquire construct manufacture maintain use and work railways tramways engines plant apparatus and material rolling stock wagons carriages motors lorries and appliances of all kinds ships barges boats and vessels of all kinds and to hire sell or otherwise deal with or dispose of the same.
- (10) To carry on in addition to the said trades and businesses any other trade business or employment manufacturing or otherwise which may seem to the Company capable of being conveniently carried on either in connection with or in addition to any business hereby authorised or otherwise calculated directly or indirectly to enhance the value of or render profitable any of the Company's property rights or business for the time being.
- (11) To carry on any business or branch of a business which this Company is authorised to carry on by means of or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any branch or business so carried on or for financing any such subsidiary company or a company which is directly or indirectly controlled by this Company or in which this Company holds a substantial interest or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business and to act as directors or managers of or to appoint directors or managers of any such subsidiary company or of any other company in which this Company is interested.
- (12) To apply gas electricity and electric motive force or similar agency for the production of light or for the

production, transmission or use of power for lighting heating signalling telegraphic telephonic traction and motive or other trade purposes including the application thereof to tramcars motors carriages ships barges boats and other vessels.

- (13) To establish and carry on any system of gas and/or electric lighting and to enter into contracts of every kind for lighting towns streets buildings and vessels or for the supply of gas and/or electricity to be used for any purpose whatever and to undertake and carry out the installation of any gas and/or electric lighting and all work connected therewith and to make and deal in every description of lamp or all other appliances capable of being used in connection with lighting by gas or electricity.
- (14) To carry on the business of manufacturers producers and importers of and dealers in any materials used or dealt in by the Company and any other business incidental to or arising out of or which can conveniently be carried on in conjunction with any of the businesses hereinbefore specified.
- (15) To apply for purchase or otherwise acquire any trade names or trade marks or any patents brevets d'invention licences registrations concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention or design which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop grant licences in respect of or otherwise turn to account or profit the property rights or information so acquired and to expend money in experimenting upon and testing and improving or seeking to improve any patents inventions designs secret processes or rights which the Company may acquire or propose to acquire.
- (16) To purchase or otherwise acquire all or any part of the business or property of any person firm association or company carrying on or (in the case of a company) formed to carry on any business which this Company is authorised to carry on or possessed of property suitable



to the purposes of this Company and as the consideration for the same to pay cash or to issue any shares stocks or obligations of this Company and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.

- (17) To enter into partnership or into any arrangement whether perpetual or terminable for sharing profits union of interests joint-adventure reciprocal concession or co-operation with any person firm association or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit this Company or to prevent or minimise apprehended loss or damage or cost to this Company or to any such company as aforesaid and to purchase subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of or to lend money to guarantee the contracts engagements and obligations of subsidise or otherwise assist any such person firm association or company and to sell hold re-issue with or without guarantee or otherwise deal with such shares stock or securities.
- (18) To establish maintain develop extend subscribe to or subsidise any association institution or fund which may seem directly or indirectly conducive to the protection of the Company or the furtherance of its interests.
- (19) To establish and support or to aid in the establishment and support of associations institutions or funds calculated to benefit employees or ex-employees including Directors other than ordinary Directors of the Company or its predecessors in business or the relatives or dependents of such persons and to grant gratuities pensions or allowances to such persons their wives widows relatives or dependents and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any purpose which may seem likely whether directly or indirectly to promote the development of the business of the Company or to prevent its contraction or for any public general or useful object.

- (20) To sell exchange let develop dispose of or otherwise deal with the undertaking of the Company or any part thereof upon such terms and for such consideration as the Company may think fit. ✓
- (21) To sell improve manage develop exchange mortgage let on rent or in consideration of a share of profits (either in money or kind) or otherwise grant licences easements and other rights in and over and in any manner dispose of turn to profit or deal with all or any part of the property and rights of the Company. ✓
- (22) To accept in consideration for the undertaking of the Company or for any property or rights sold let or disposed of or any service rendered or to purchase subscribe for or otherwise acquire and to hold the perpetual or redeemable debentures or debenture stock or obligations or the shares (fully or partly paid up) or stock of any company in the United Kingdom or elsewhere.
- (23) To promote or form or join in promoting or forming at home or abroad any other company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or in which this Company is interested or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay the costs charges and expenses preliminary or incidental to the promotion formation establishment registration and advertising of any such company and the issue of its capital or securities and to guarantee the payment of any debentures debenture stock or other securities issued by any such company and the interest thereon and the payment of interest or dividends upon the stock or shares of any such company.
- (24) To invest and deal with the moneys of the Company not immediately required upon such investments and in such manner as may from time to time be determined.
- (25) To receive money on deposit or otherwise to lend money with or without security to such persons and generally on such terms as may seem expedient and in particular to tenants and customers of and other persons having

dealings with the Company and to guarantee the performance of contracts by any third persons or companies or the discharge of obligations or engagements of any kind by them.

- (26) To apply for and promote any Provisional Order or Act of Parliament for extending the powers of the Company or for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution and to oppose and resist and to contribute to the costs of opposing any Bill in Parliament or any proceedings applications agitation or movement which may seem directly or indirectly adverse to the Company's interests. ✓
- (27) To enter into any arrangements with any government or authority supreme municipal local or otherwise or with railway companies canal companies shipping companies dock companies commissioners carriers and other persons corporations or companies in any part of the world which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority or any such railway or other company person or corporation any rights privileges and concessions which may seem conducive to the Company's objects or any of them and to carry out exercise and comply with any such arrangements rights privileges and concessions. ✓
- (28) To register the Company or constitute or incorporate it as an anonymous or other society or to procure it to be recognised in any foreign country or place. ✓
- (29) To raise or borrow money and to secure the payment of any such moneys and interest thereon or the carrying out fulfilment or discharge of any contracts engagements obligations or liabilities of the Company of any kind whatsoever (including guarantees for the discharge of any contracts or engagements of any third party) in such manner and on such terms as may seem expedient and for such purposes or any of them or any other purpose to issue debentures or debenture stock whether perpetual or otherwise and charged or not charged upon the whole or any part of the undertaking property and

rights of the Company both present and future including its uncalled capital and to redeem or contract to redeem any such debentures or debenture stock or other security or obligation of the Company either at a premium or otherwise.

- (30) To draw make accept indorse discount execute and issue bills of exchange promissory notes debentures bills of lading charter parties warrants policies and other negotiable or transferable instruments or securities and to buy sell or otherwise deal in the same.
- (31) To remunerate (by cash or other assets or by the allotment of fully or partly paid shares or in any other manner) any persons firms associations or companies for services rendered or to be rendered in acting as trustees for debenture holders or debenture stock holders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares debentures debenture stock or other securities of the Company or of any company promoted by this Company or for services rendered in or about the formation or promotion of the Company or any company promoted by this Company or in introducing any property or business to the Company or in or about the conduct of the business of this Company or for guaranteeing payment of such debentures debenture stock or other securities and any interest thereon.
- (32) To distribute any of the property of the Company among the Members in specie and either by way of dividends or upon any return of capital.
- (33) To pay out of the funds of the Company all costs charges and expenses preliminary and incidental to the promotion formation establishment registration and advertising of the Company and the issue of its capital.
- (34) To do all or any of the above things in any part of the world and either as principals agents trustees contractors or otherwise and either alone or in conjunction with others and either by or through agents sub-contractors trustees or otherwise.

- (35) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act 1909 as extended by the Industrial Assurance Act 1923 or the Road Traffic Acts 1930 to 1934 and the Air Navigation Act 1936 or to re-insure any risks under any class of assurance business to which those Acts apply.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall except where otherwise expressed in such paragraphs be in nowise limited by reference to or inference from any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £50,000 divided into 50,000 shares of £1 each with power to increase and with power to divide the original or any new capital into shares of different classes which may from time to time be issued or held with any preferences priorities or special or qualified or restricted rights in the payment of dividends or in the distribution of assets or otherwise as compared with other shares whether preference ordinary or deferred and whether then already issued or not or as shares ranking equally with any other such shares or as deferred shares or with a special right of or restriction whether absolute or partial against voting and to vary the regulations of the Company from time to time so far as necessary to give effect to any such preference or priority or special qualified or restricted rights as well as in any other particulars and upon the sub-division of a share to apportion the right to participate in profits or in the distribution of assets or the right to vote in any manner as between the shares resulting from any such sub-division and to give to any one or more of such shares any preferences priorities or advantages with regard to dividends in the distribution of assets as to rights of voting or in any other respect over the other or others of them.

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.
<i>Henry Charles Chambers</i> <i>Henri Blakesley Road</i> <i>Yardley</i> <i>Birmingham</i> <i>Solicitor Managing Clerk</i>	<i>One</i>
<i>Perival John Wall</i> <i>27 Bridgworth Road</i> <i>Stourbridge</i> <i>Solicitors Clerk</i>	<i>One</i>

DATED the 24<sup>th</sup> day of March 1939.

WITNESS to the above signatures:—

*H. B. Griffiths*  
*58 Ladbrook Road*  
*Solihull*  
*Warwickshire*  
*Solicitors Clerk.*



351261



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

REGISTERED

29 MAR 1939

## Articles of Association

— OF —

### TIP TOP BAKERIES LIMITED.

1. Subject as hereinafter provided the provisions of Table "A" in the First Schedule to the Companies Act 1929 shall apply to the Company but in case of any inconsistency between the provisions of such Table and those hereinafter contained the latter shall prevail. The provisions of Articles 2, 7, 17, 18, 35, 39, 42, 44, 54, 64, 65, 66, 69, 72, 82, 101, 104 and 107 of the said Table "A" shall not apply to the Company.

#### REGISTERED OFFICE.

2. The registered office of the Company shall be at such place as the Directors may from time to time appoint. The Directors may also establish branch offices at such places as they from time to time deem necessary for the efficient carrying on of the Company's business.

#### COMPANY TO BE A "PRIVATE" ONE.

3. The Company is intended to be and shall be a private Company within the meaning of the Companies Act 1929 and accordingly:—

- (a) The right to transfer shares in the Company shall be restricted as hereinafter provided

- (b) The 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 such employment and have continued after the termination of such employment to be Members of the Company) shall at any time not exceed fifty.
- (c) Neither the Company nor any other person or company shall issue any invitation to the public to subscribe for any shares or debentures of the Company.

### BUSINESS.

4. The Company acting by the Directors may exercise all or any of the powers of Sections 32 and 103 of the Companies Act 1929.

### SHARES.

5. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by Article 3 of the said Table "A") (a) Any share in any increased capital may be issued with such preferred deferred or other special rights or subject to such restrictions whether in regard to dividend return of capital voting or otherwise as the Company may from time to time in General Meeting determine and (b) Subject to the provisions of the Companies Act 1929 any Preference Shares may be issued on the terms that they are or at the option of the Company are to be liable to be redeemed.

6. The shares in the original capital and (subject as herein provided) all newly created shares shall be subject to the control of the Directors who may issue and allot the same to such persons on such terms and conditions as to payment by way of deposit instalment or calls or as to the amount of time of payment of calls and at such times as the Directors may think fit. The Directors may for valuable consideration enter into any agreement giving to any person any call or right of pre-emption in respect of or any option to take shares and may (subject to the provisions of any Act of Parliament for the time being in force) issue any shares as fully or partially paid up as the consideration or part of the consideration for any property acquired by or work or services done or rendered



or to be done or rendered for or at the request of the Company and may issue any shares which may for the time being remain unallotted and also any forfeited or surrendered shares to such persons upon such terms in all respects and in such manner as they think fit.

7. Article 3 of Table "A" shall be varied by inserting in the second sentence thereof after the words "General Meetings" and before the word "shall" the words "including the provisions of Article 46".

8. The Company shall have a lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien if any on a share shall extend to all dividends payable thereon.

9. The Company shall not be obliged to recognise any partial equitable future or contingent interest in any share or any interest in respect of any share other than the interest of the registered holder thereof.

#### CALLS ON SHARES.

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

11. Article 11 of Table "A" shall be varied by adding at the end thereof the words "Provided that this Article shall not limit or affect any provisions to the contrary which may be made by the Directors on the issue of any shares."

12. The Company may exercise the powers conferred upon it by Section 43 of the Companies Act 1929 but so that the commission shall not exceed ten per cent. on the nominal amount of the shares.

#### TRANSFER OF SHARES.

13. All transfers of shares may be effected by transfer in writing in the usual common form.

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 of Members in respect thereof.

15. The Directors may without assigning any reason decline to register any transfer, of shares to any person not approved by them. (This Article shall be in place of the first sentence of Article 19 of the said Table "A").

16. The Directors may in addition and without prejudice to the provisions of the last preceding Article decline to register the transfer of a share on any of the following grounds:—

- (a) That the transfer has not been effected according to the regulations of the Company or is contrary to any express agreement made on the issue of such share or any transfer thereof. Provided that this shall not oblige the Directors to take notice of any agreement they do not deem beneficial to the Company.
- (b) That the transferee is a person unable to pay calls or is a person whose interest in the business carried on by the Company or any business of the same or a like nature renders it undesirable in the opinion of the Directors that he should be a Member or is otherwise reasonably objectionable.
- (c) That the transferor is indebted or under any liability to the Company.
- (d) That the registration of the transfer would raise the number of Members of the Company above fifty.

Provided that the Directors shall not be required or bound to state the reason for any refusal.

17. When an instrument of transfer purporting to have been properly signed by the transferor shall have been left at the office of the Company and the Company shall have given to the person appearing by such document to be the transferor notice in manner prescribed by the regulations of the Company of receipt of such instrument of transfer the Company shall (notwithstanding that such instrument be afterwards discovered to be invalid or void) be entitled as against such last-mentioned person to treat such instrument as a valid transfer and shall not be liable to such person for any payment made or act done on the footing of such instrument being valid before notice of any invalidity therein.

#### ALTERATION OF CAPITAL

18 All new shares to be issued by the Company shall be subject to the same provisions with reference to the payment of calls

lien transfer transmission forfeiture and otherwise as the shares in the original capital. Provided that no shares shall be created or issued so as to prejudice or adversely affect the rights or position of the holders of any class of shares except with the consent of the holders of shares of that class or of the requisite majority thereof expressed and obtained in manner specified in Article 3 of the said Table "A".

#### SURRENDER OF SHARES.

19. The Directors may accept a surrender of any share on such terms as they think fit provided that (except in accordance with the provisions of Section 45 of the Companies Act 1929) no part of the assets of the Company shall be employed in the purchase of or lent upon the security of the Company's own shares.

#### BORROWING OF MONEY.

20. The Directors may borrow or raise any money and incur liabilities to bankers and others in any manner and for any purpose authorised by the Memorandum of Association and may for the purpose of securing any money borrowed or raised by or on behalf of the Company or about so to be or any liabilities incurred or intended or expected to be incurred or which may be assumed by the Company or for any other purpose create and issue mortgages debentures debenture stock or other securities on all or any of the Company's undertaking property and assets (including unpaid calls and uncalled capital) either redeemable or perpetual and either at par or at a premium or discount and generally in such form and upon such terms in all respects as they may think fit and may redeem and contract to redeem any such securities either at par or at a premium.

21. No person lending money or giving credit to the Company shall be bound to enquire for what purpose it is required or whether the loan is within the borrowing powers of the Company.

22. The Directors may also issue or deposit any such debentures or debenture stock by way of collateral or contingent security for the payment of any debt or the discharge of any liability of the Company.

#### PROCEEDINGS AT GENERAL MEETINGS.

23. General Meetings of the Company shall be held at least once in each year at such time (not being more than fifteen months

after the holding of the last preceding General Meeting) and place as may be prescribed by the Directors.

24. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Ordinary Meeting with the exception of sanctioning a dividend the consideration of the accounts balance sheets and the ordinary report of the Directors and Auditors the election of Directors and other officers in the place of those retiring by rotation and the fixing of the remuneration of the Directors and Auditors and the report of the Directors shall be deemed notice of any special business mentioned or referred to therein.

25. At any General Meeting unless a poll is demanded by any person or persons present in person and entitled to vote a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the Company shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

26. No poll shall be demanded on the appointment of a Chairman or on the question of adjournment.

27. Two Members present in person shall be a quorum at any General Meeting and Article 45 of Table "A" shall be modified accordingly.

28. For the purpose of Articles 25 and 27 a corporation represented by proxy under Article 59 of Table "A" or by a representative under Article 63 of Table "A" shall be deemed to be personally present.

29. Any person present in person and entitled to vote may demand a poll and Article 50 of Table "A" shall be modified accordingly.

30. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these presents on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a Member shall have one vote and on a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder.

31. An instrument appointing a proxy may appoint several persons in the alternative and Article 61 of Table "A" shall be modified accordingly.

32. Subject to the provisions of Section 117 (2) of the Companies Act 1929 relating to Special Resolutions five clear days' notice in writing specifying the place the day and the hour of meeting and in case of special business the general nature of such business shall be given to such Members as are under the provisions herein contained entitled to receive notices of General Meetings from the Company but the accidental omission to give notice to any Member or the non-receipt of notice shall not invalidate the proceedings at any General Meeting.

33. With the consent in writing of all the Members for the time being a General Meeting may be convened on a shorter notice than five clear days and in any manner they think fit.

34. Subject to any statutory or other restrictions a resolution in the form of a memorandum signed by all the Shareholders who would have been entitled to vote thereon if submitted to a meeting shall be effective and binding as if so submitted and duly passed at such meeting.

#### DIRECTORS.

35. Until otherwise determined by the Company in General Meeting the number of Directors including Managing Directors shall not be more than seven. If and so long as there shall be only one Director such Director shall be entitled to exercise all the powers and functions of the Board of Directors.

36. It shall not be necessary for a Director to hold any qualification shares.

37. The present Directors of the Company are Allied Bakeries Limited who shall be deemed to have been appointed Governing Director under the provisions of Article 38 and William Garfield Weston, Sydney Hodgkinson, Ronald William Parker and Frederick Geater Russell who shall be deemed to have been nominated Ordinary Directors under the power contained in Article 39.

38. So long as Allied Bakeries Limited shall continue to hold in their own name and/or that of their nominees not less than 51 per cent. of the issued share capital of the Company Allied Bakeries Limited shall be the Governing Director of the Company.

39. (a) If and so long as there shall be a Governing Director of the Company the Governing Director shall be entitled by notice in writing to appoint the whole of the Ordinary Directors of the

Company for the time being and from time to time and at any time by like notice in writing to remove from office any Director so appointed by the Governing Director and by like notice in writing in the place of any Director so removed or any Director appointed by the Governing Director who may die or resign or vacate office under Article 43 to appoint another Director.

(b) Any Director appointed under this Article shall hold office until removal by notice in writing by the Governing Director or until death or resignation or vacation of office under Article 43.

40. The Directors may from time to time appoint any one or more persons (whether employed by the Company or not) to be a Director or Directors for such period at such remuneration either fixed or varying with profits or otherwise or partly by one method and partly by another and generally on such terms as they shall think fit including the terms that any such Director shall be entitled to such rights and powers only and be subject to such restrictions in all respects whether in relation to notice of or attendance at Directors' Meetings and proceedings or to any other matter whatsoever as shall be conferred upon him or arranged at the time of appointment or subsequently and as shall be defined either then or subsequently and upon the terms that any such Director may be distinguished from the other Directors by such distinctive title as the Board shall from time to time determine and such terms rights powers restrictions and title may be so defined either absolutely and in fixed terms or by reference to the discretion and decision from time to time of the Directors. Provided that the restrictions imposed pursuant to this Article upon any Director appointed thereunder shall not be such as to restrict or impede the exercise by him of the powers given to Directors by the Companies Act 1929 or the performance of his duties thereunder. Directors appointed under this Article shall not be counted for the purposes of Article 35 of these Articles.

41. A Director may with the approval of the Directors appoint any person to act as his alternate Director at any meeting of the Board at which such Director is not present and such appointment shall be effective and valid and such appointee whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors and to attend thereat and vote accordingly but he shall not require any qualification and he shall *ipso facto* vacate office if and when the appointor vacates office as a Director or removes the appointee from office and any appointment and removal under this

Article shall be effected by notice in writing under the hand of the Director making the same. Any remuneration of an alternate Director shall be provided by the Director by whom the alternate Director was appointed.

42. Any determination of the appointment of a Managing Director or Manager under the provisions of Article 68 of the said Table "A" shall be subject to and take effect only so far as consistent with the terms of any agreement made between him and the Company acting by the Directors.

43. The office of Director (including that of Managing Director unless the conditions of his appointment otherwise provide) shall be vacated:—

- (a) If he becomes bankrupt or compounds with his creditors.
- (b) If he is declared a lunatic or becomes of unsound mind.
- (c) If he shall resign his office except in the case of a Director who by the terms of his appointment or of any agreement with the Company is not entitled to resign.
- (d) If an Extraordinary Resolution of the Company be passed removing him from office.
- (e) If he becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Companies Act 1929.

44. The Directors (other than any Managing or other Director for the time being in receipt of special remuneration) shall be entitled to receive such remuneration as the Company shall from time to time in General Meeting decide. All remuneration shall be deemed to accrue *de die in diem* and be apportioned and payable accordingly. The Directors shall be paid all their travelling and hotel and other expenses properly and necessarily expended by them in attending meetings of the Company or the Directors or any committee of Directors or otherwise in the conduct of the Company's business.

45. No Director shall be disqualified by his office from contracting with the Company either as vendor purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested 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. No Director shall as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and the nature of his interest must be declared by him at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Board held after he became so interested and in a case where the Director becomes interested in a contract or arrangement after it is made such declaration shall be made at the first meeting of the Board held after he becomes so interested. Provided always that such prohibition against voting shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of indemnity or in respect of advances made by them or any of them to or obligations undertaken by them or any of them for the benefit of the Company or to any contract or dealing with a corporation of which the Directors of this Company or any of them may be directors or members or holders of debentures or debenture stock or to any resolution to allot shares or obligations to any Director of the Company or to pay to him a commission in respect of the subscription thereof and it may be at any time or times suspended or relaxed to any extent by a General Meeting. A general notice to the Board by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall be a sufficient declaration of interest in relation to such contract or transaction under this Article and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company.

46. A Director may hold any other office or place of profit other than that of Auditor in the Company in conjunction with his directorship and may be appointed thereto upon such terms as to remuneration tenure of office and otherwise as may be arranged by the Directors.

#### PROCEEDINGS OF DIRECTORS.

47. No act matter or thing within the power of the Company in General Meeting done by the Directors or done by any Director or Committee and adopted by the Directors which shall afterwards



receive the express or implied consent of the Company in General Meeting shall be afterwards impeached on any ground whatever.

45. If and so long as there shall be a Governing Director of the Company the quorum of Directors shall be two of whom one shall be the Governing Director who shall be entitled to be represented by any one of its duly authorised Directors or other officials and the other shall be an Ordinary Director. The representative of the Governing Director shall be entitled to act as Chairman of the Company and shall on all questions have such a number of votes as shall exceed by one the number of Ordinary Directors then in office. Subject as aforesaid the Directors may determine the mode and regulation of their own proceedings and appoint their own Chairman and give him such power as they think fit and determine the quorum for meetings of the Directors.

49. Any Director duly authorised to act and acting alone and any Committee shall conform to any mode of proceedings and regulations which the Directors may make in that behalf and subject thereto may determine and regulate his or their own proceedings in the same manner as the Directors may do.

50. The Directors shall keep proper minutes of their proceedings and all acts done in pursuance of anything appearing by such minutes to be resolved upon or authorised by the Directors shall be deemed to be acts of the Directors within the meaning of these regulations.

51. If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company the Directors may remunerate the Directors so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his share in the remuneration of the Directors.

52. A memorandum in writing signed by all the Directors shall be as valid and effectual as if a resolution to the like effect had been duly passed at a meeting of the Directors duly convened and held.

#### DIVIDENDS AND RESERVE FUND.

53. Such amount as the Directors shall think proper and adequate shall be provided and allowed for in the accounts of the Company for each year for depreciation of assets or for a sinking

fund for future depreciation of wasting assets or loss on realisation or otherwise. The Directors shall also have power from time to time to take out and treat as available for payment of dividends all or any part of the reserve fund referred to in Article 93 of the said Table "A" which shall have been set aside out of profit. The balance of profit including any balance brought forward from any preceding year and any sum taken out of the reserve fund shall be available for payment of dividends.

54. Any dividend or bonus may be paid or satisfied either wholly or partially in debentures or bonds of the Company or in shares of the Company credited as fully or partially paid up or by the distribution in specie of any property or assets of the Company and may be declared so as to be payable only at some future date or on the happening of some event either fixed or contingent in any respect and if at a future date either with or without interest being payable thereon in the meantime.

55. The Directors may deduct from the dividends payable to any Member all such sums of money as may be due from him from time to time to the Company on account of calls and interest thereon (if any) or otherwise.

56. All dividends shall belong and be paid to those Members who shall be on the register at the close of the transfer books immediately preceding the meeting at which such dividend shall be declared.

57. Dividends and bonuses unclaimed for three years and upwards may be forfeited for the benefit of the Company.

58. Any dividend or bonus properly payable may be paid or satisfied by cheque or warrant sent through the post to the registered address of the Member or in case of joint holders of that one whose name stands first on the register in respect of the joint holders and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and shall be sent at the risk of the Member to whom the dividend is payable.

#### CAPITALISATION OF PROFITS.

59. Subject to the payment of the fixed dividend on any Preference Shares a General Meeting may by Ordinary Resolution direct capitalisation of the whole or any part of the profits for the time being of the Company or the whole or any part of the reserve fund of the Company whether representing

accumulations of profits of the Company or premiums received upon the issue of shares debentures or debenture stock or any sum carried to reserve as a result of the sale or re-valuation of or other accretion to the goodwill or assets of the Company or any part thereof (1) By the distribution among the holders of the Ordinary Shares of paid up shares debentures or debenture stocks bonds or other obligations of the Company or (2) By the crediting of any Ordinary Shares of the Company which have been issued and are not fully paid up in proportion to the amounts paid or credited as paid thereon respectively with the whole or any part of the sums remaining unpaid thereon to the extent of the sum so capitalised and the Directors shall give effect to such resolution and apply such portion of the profits or reserve fund as may be directed to be so capitalised for the purpose of making payment in full at par for the shares debentures or debenture stock bonds or other obligations of the Company so distributed or (as the case may be) for the purpose of paying in whole or in part the amount remaining unpaid on such Ordinary Shares accordingly. Provided that no such distribution or payment shall be made unless recommended by the Directors and where any difficulty arises in regard to the distribution or payment the Directors may settle the same as they think expedient and in particular may issue fractional certificates and generally may make such arrangements for the acceptance allotment and sale of such shares debentures debenture stock bonds obligations and fractional certificates and otherwise as they may think fit. In cases where some of the Ordinary Shares of the Company are fully paid and others are partly paid only the capitalisation may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares and the partly paid shares the sum so applied in the payment up of such further shares and in the diminution or extinguishment of the liability on the partly paid shares shall be so applied *pro rata* in the proportion to the nominal amounts of the shares then already fully paid and the amount then already paid or credited as paid on the partly paid shares. When required a proper contract shall be filed in accordance with the provisions of the Companies Act 1929 and the Directors may appoint any person to sign such contract on behalf of Members participating in such distribution or whose shares shall be so credited as fully or partly paid and such appointment shall be effective and the contract may provide for the acceptance by such Members of the shares to be allotted to them respectively or (as the case may be) of the sums so credited as paid on the Ordinary Shares then already held by them

respectively in satisfaction of their claims in respect of the sum so capitalised. This Article is subject to any special conditions which may be attached to any shares hereafter issued.

#### NOTICES.

60. A Member who shall not be described in the register as having an address within the United Kingdom shall not be entitled to have any notice sent to him from the Company and the registered office of the Company shall be deemed the registered address of such Member for the purpose of formal notice and all proceedings taken without other notice to any such Member shall be as valid as if he had had due notice.

#### WINDING UP.

61. If the Company shall be wound up (whether voluntarily or otherwise) the Liquidators may with the sanction of an Extraordinary Resolution divide among the contributories in specie any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidators with the like sanction shall think fit.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Henry Charles Chambers  
 Herri Blakesley Road  
 Yardley  
 Birmingham  
 Solicitor Managing Clerk

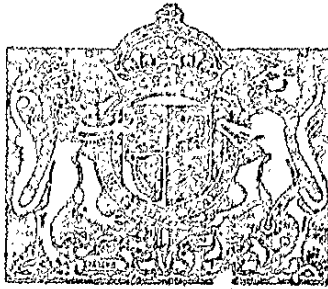
Richard John Wall  
 27 Bridgnorth Road,  
 Stourbridge  
 Solicitor Clerk.

DATED the 24<sup>th</sup> day of March, 1939.

WITNESS to the above signatures:—

Mr. B. Griffiths  
 58 Ladbroke Road  
 Brompton  
 Warwickshire  
 Solicitor Clerk.

351261



# Certificate of Incorporation

I Hereby Certify,

That

**TIP TOP BAKERIES LIMITED**

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this twenty-ninth day of March One

Thousand Nine Hundred and thirty-nine.

Registrar of Companies.

Certificate  
received by

*W. J. Hume & Co. Ltd.*  
*Sons & Co.*

Date 30. 3. 39

10  
THE COMPANIES ACT, 1929.

SPECIAL RESOLUTION

— OF —

TIP TOP BAKERIES LIMITED.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 309, Thames House, Millbank, London, S.W.1, on Wednesday, the 31st day of January, 1940, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION of the Company:—

RESOLUTION.

That the Articles of Association of the Company be altered in manner following, that is to say:—

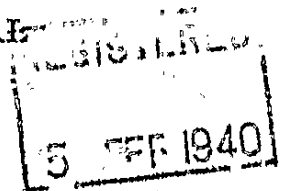
(a) By striking out in the first line of Article 37 the word "Allied" and substituting therefor the letters "G.L."

(b) By striking out in the first and third lines of Article 38 the word "Allied" and substituting therefor the letters "G.L."

DATED the 31st day of January, 1940.

*J. G. Rinehart*

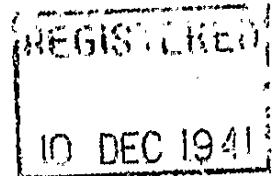
Director.





THE COMPANIES ACT, 1929.

**SPECIAL RESOLUTION**  
**— OF —**  
**TIP TOP BAKERIES LIMITED.**



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 40 Berkeley Square, London, W.1, on Friday the 21st day of November, 1941, 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 inserting after Article 51 thereof the following new Article to be numbered 51A, viz:—

*(and shall always be deemed to have had)*  
"51A. The Board shall have power to make payments or contributions on behalf of any Managing or other specially remunerated Director under or in respect of any scheme of insurance or pension for the time being in force for the benefit of employees and officials of the Company."

Dated the 21st day of November, 1941.

*[Signature]*

Secretary.



No. of ) 351261  
Company)

34

THE COMPANIES ACTS 1929 and 1947

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

TIP TOP BAKERIES LIMITED

Passed the 13th day of February, 1948

RESOLVED  
24 FEB 1948

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at 40, Berkeley Square, London, W.1., on the 13th day of February, 1948, the following Resolution was duly passed as an ORDINARY RESOLUTION of the Company :-

RESOLUTION

THAT the capital of the Company be increased to £80,000 divided into 80,000 Ordinary Shares of £1 each by the creation of 30,000 additional Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of the Company.

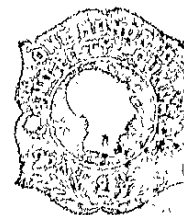
Dated the 13th day of February, 1948.

*W. W. W. W.*  
Director.

2973

No. of Certificate 251261 / 35

[C.A. 39]  
22-10-43



*Top Top Bankers*

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, 1923)

REGISTERED  
24 FEB 1948

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, BIRCHIN LANE, AND 49 PATERNOSTER STREET, LONDON;  
AND 8 NEWHALL STREET, L. BIRMINGHAM.

The NOMINAL CAPITAL of \_\_\_\_\_

*Tips Top Balm*

Limited,

has by a Resolution of the Company dated *23 February 1948*

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

*£ 5,000*

Signature

*[Signature]*

Description

*Secretary*

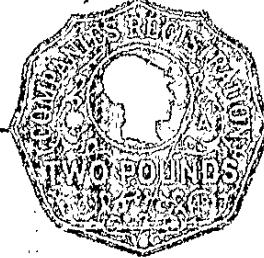
Date

*23 February 1948*

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

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

No. of Company 251261 / 36



THE COMPANIES ACT, 1929.

Notice of Increase in Nominal Capital.  
Pursuant to Section 52.

Name of Company { Tip Top Bakers Limited.

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.

REGISTERED  
4 - MAR 1948

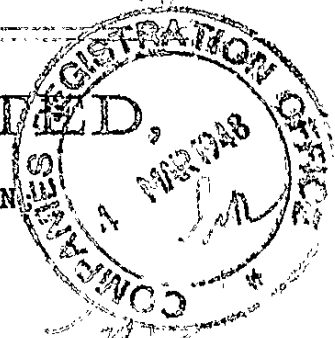
A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the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

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON.  
AND 8 NEWHALL STREET, BIRMINGHAM.

Presented by

A. Bannan C.A.

40, Barbican, London, E.C. 4



TO THE REGISTRAR OF COMPANIES.

Tip Top Balm

\_\_\_\_\_ Limited, hereby give you notice, pursuant to  
section 52 of The Companies Act, 1929, that by (a) Dunham

Resolution of the Company dated the 15<sup>th</sup> day of

February, 1948, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 30,000.

beyond the Registered Capital of £ 50,000

The additional Capital is divided as follows:—

Number of Shares

### Class of Shares

Nominal amount  
of each share

10

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

Ranking from first in all respects with the world of

During these 7th days.

*Signature*

(State whether Director or Manager or Secretary.)

Dated the 23<sup>rd</sup> day of February 1946

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., "Voting Rights," "Dividends," etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

COMPANY LIMITED BY SHARES

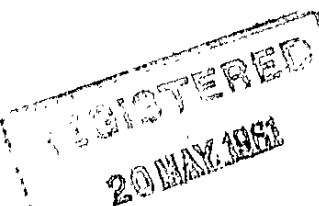
**Special Resolution**

OF

TIP TOP BAKERIES LIMITED



*Passed 1st May, 1961*



AT AN EXTRAORDINARY GENERAL MEETING of the members of the above Company, held at Weston Centre, 40 Berkeley Square, London, W.1, on the 1st day of May, 1961, the undermentioned RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely :—

That the provisions of the Memorandum of Association of the Company with respect to the objects thereof be and are hereby altered by inserting after paragraph ( 29 ) of clause 3 thereof the following additional paragraph, namely :—

- “(29A) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities including particularly the obligations or securities of any company which is (within the meaning of section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary company or a subsidiary company of any such holding company.”

R. F. Mooney

Director.

Chairman of the Meeting



*The Companies Act, 1948*



COMPANY LIMITED BY SHARES

**Special Resolutions**

OF

**TIP TOP BAKERIES LIMITED**

*Passed 15th September, 1961*

REGISTERED  
26 SEP 1961

AT an EXTRAORDINARY GENERAL MEETING of the members of the above Company, held at Weston Centre, 40 Berkeley Square, London, W.1, on the 15th day of September, 1961, the undermentioned RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS, namely :—

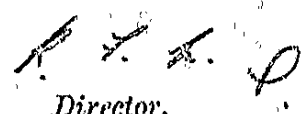
**RESOLUTIONS**

1. That the Memorandum of Association of the Company be amended with respect to its objects by deleting therefrom paragraph (19) of clause 3 thereof and substituting therefor the following new paragraph :—

“(19) To grant donations gratuities pensions allowances benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives widows families or dependants of any such persons and to establish subsidise subscribe to or

support institutions associations clubs funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members and to make payments for or towards the insurance of any such persons as aforesaid and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public general or useful object and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees or to lend money to the Company's employees to enable them to purchase shares of the Company."

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



Director.

Chairman of the Meeting.



COMPANY LIMITED BY SHARES

SUBSTITUTED

Articles of Association

OF

TIP TOP BAKERIES LIMITED

*(Adopted by Special Resolution passed on the 15th day of September, 1961)*

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to the Companies Act, 1929, shall not apply to the above-named Company (in these Articles called "the Company"). Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Clause 1 of Part II of Table A shall be deleted and the following substituted therefor:—

"1. Clauses 24, 53, 75, 77, 88, 89, 90, 91, 92, 93 and 108 of Part I of Table A shall not apply to the Company, but the remaining clauses of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

3. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number, and vice versa.

SHARE CAPITAL.

4. The capital of the Company (at the time of adoption of these Articles) is £50,000, divided into 80,000 Ordinary Shares of £1 each.

5. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company in General Meeting, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of section 57 of the Act.

GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and

other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and Auditor for the time being of the Company.

#### DIRECTORS.

7. The Directors shall not, unless otherwise determined by the Company in General Meeting, be less than two.

8. No Director shall be required to vacate office as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.

9. In clause 94 of Part I of Table A the words "and may also determine in what rotation the increased or reduced number is to go out of office" shall be deemed to be deleted, and in clause 95 of Part I of Table A the words from "any Director so appointed" to "at such meeting" shall be deemed to be deleted to the intent that a Director shall not be subject to retirement by rotation but shall hold office until he becomes disqualified under the provisions of Article 14 hereof, or dies.

#### ALTERNATE DIRECTORS.

10. Each Director shall have the power to nominate another Director, or any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) 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 acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also (when a quorum exceeds two) be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

11. Every instrument appointing an alternate Director shall be deposited at the registered office of the Company and shall, as nearly as circumstances will admit, be in the following form or to the effect following :

"TIP TOP BAKERIES LIMITED.

"I,

"a Director of TIP TOP BAKERIES LIMITED, in pursuance  
"of the power in that behalf contained in the Articles

" of Association of the Company, do hereby nominate  
 " and appoint  
 " of  
 " to act as alternate Director in my place at any  
 " meeting of the Directors which I am unable to attend,  
 " and to exercise all my duties as a Director of the  
 " Company.

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

### BORROWING POWERS.

12. In clause 79 of Part I of Table A the words from " Provided that " to the end of the clause shall be deemed to be deleted.

### QUALIFICATION OF DIRECTORS.

13. A Director need not hold any share qualification, but shall be entitled to receive notice of and attend all General Meetings of the Company, and clause 134 of Part I of Table A shall be deemed to be modified accordingly.

### DISQUALIFICATION OF DIRECTORS.

14. The office of a Director shall be vacated—

- (A) If he is prohibited from being a Director by reason of any order made under section 188 of the Act.
- (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (C) If he is found lunatic or becomes of unsound mind.
- (D) If by notice in writing to the Company he resigns his office.
- (E) If he is removed by Ordinary Resolution of the Company as provided by clause 96 of Part I of Table A.

15. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and clause 84 of Part I of Table A shall be modified accordingly.

16. Any Director may continue to be or become a director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of, any such other company. The Directors may exercise the voting power conferred by the shares in

any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company, or voting or providing for the payment of remuneration to the directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

#### REMUNERATION OF MANAGING DIRECTOR AND OTHERS.

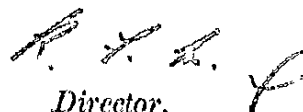
17. The remuneration of a Managing Director or any Director who may be appointed to any other office in the management of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependants, or by all or any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any remuneration to which he may be entitled as a Director of the Company.

#### NOTICES.

18. In clause 131 of Part I of Table A the second sentence thereof shall be deemed to be deleted and the following substituted therefor:—

“Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter.”

19. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper addressed to the Company or such officer at the registered office of the Company.

  
Director.

Chairman of the Meeting.

*Verified a true and correct copy of the Memorandum  
of Association of TIP TOP BAKERIES LIMITED.*

351261/71

The Companies Act, 1929

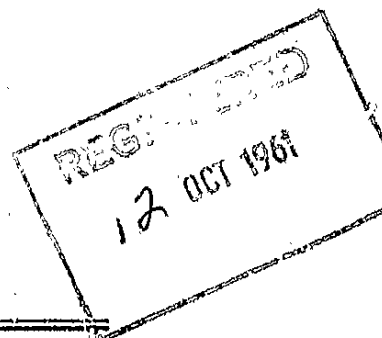
*Charles E. J. ...  
Secretary.*

*11th October 1961.*



COMPANY LIMITED BY SHARES

**Memorandum of Association**  
OF  
**TIP TOP BAKERIES LIMITED**



1. The name of the Company is "TIP TOP BAKERIES LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
  - (1) To carry on business as wholesale and retail bread manufacturers and also as manufacturers or producers of and wholesale or retail dealers in foodstuffs and provisions (whether solid or liquid) of every kind and description and in particular but without limiting the generality of the foregoing to carry on business as confectioners grocers bakers and general provision merchants and manufacturers of and dealer in biscuits and other farinaceous foods and products tea coffee and other provisions medicines and medicinal products.
  - (2) To establish tea rooms restaurants and refreshment depots for the sale of bread biscuits and other farinaceous foods and products tea coffee and other provisions and to carry on there the business of refreshment house keepers and contractors licensed victuallers wine and spirit merchants importers and brokers of food produce medicines and medicinal products of every kind and description.

- (3) To carry on the business of farmers graziers flour and corn merchants millers bakers cow keepers dairymen tea and coffee planters cocoa growers timber growers ranch owners market gardeners wharfingers ship owners and carmen by land or sea and any other business or undertaking which is connected with the preparation manipulation and distribution of cereal food food-stuffs food and consumable articles.
- (4) To manufacture purchase adopt prepare use let or hire or otherwise deal in any materials plant apparatus ovens engines machinery appliances articles or things connected with the preparation and manipulation of cereals food-stuffs foods medicines and medicinal products and to carry on any business or businesses that may be therefore involved.
- (5) To carry on the business of a co-operative store in all its branches and in particular to buy sell manufacture and deal in goods stores consumable articles medicines medicinal products chattels and effects of all kinds both wholesale and retail and to transact every kind of agency business.
- (6) To develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes constructing altering pulling down decorating maintaining furnishing fitting up and improving buildings and by planting paving draining farming cultivating letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders tenants and others.
- (7) To purchase or by other means acquire any freehold leasehold or other property for any estate or interest whatever and any rights privileges or easements over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (8) To build construct maintain alter enlarge pull down and remove or replace any buildings factories mills offices works wharves roads railways tramways machinery engines walls fences banks dams sluices or watercourses and to clear sites for the same or to join with any person

firm or company in doing any of the things aforesaid and to work manage and control the same or join with others in so doing.

- (9) To acquire construct manufacture maintain use and work railways tramways engines plant apparatus and material rolling stock wagons carriages motors lorries and appliances of all kinds ships barges boats and vessels of all kinds and to hire sell or otherwise deal with or dispose of the same.
- (10) To carry on in addition to the said trades and businesses any other trade business or employment manufacturing or otherwise which may seem to the Company capable of being conveniently carried on either in connection with or in addition to any business hereby authorised or otherwise calculated directly or indirectly to enhance the value of or render profitable any of the Company's property rights or business for the time being.
- (11) To carry on any business or branch of a business which this Company is authorised to carry on by means of or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any branch or business so carried on or for financing any such subsidiary company or a company which is directly or indirectly controlled by this Company or in which this Company holds a substantial interest or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business and to act as directors or managers of or to appoint directors or managers of any such subsidiary company or of any other company in which this Company is interested.
- (12) To apply gas electricity and electric motive force or similar agency for the production of light or for the production transmission or use of power for lighting heating signalling telegraphic telephonic traction and motive or other trade purposes including the application thereof to tramcars motors carriages ships barges boats and other vessels.
- (13) To establish and carry on any system of gas and/or electric lighting and to enter into contracts of every kind for lighting towns streets buildings and vessels or

for the supply of gas and/or electricity to be used for any purpose whatever and to undertake and carry out the installation of any gas and/or electric lighting and all work connected therewith and to make and deal in every description of lamp or all other appliances capable of being used in connection with lighting by gas or electricity.

(14) To carry on the business of manufacturers producers and importers of and dealers in any materials used or dealt in by the Company and any other business incidental to or arising out of or which can conveniently be carried on in conjunction with any of the businesses hereinbefore specified.

(15) To apply for purchase or otherwise acquire any trade names or trade marks or any patents brevets d'invention licences registrations concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention or design which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop grant licences in respect of or otherwise turn to account or profit the property rights or information so acquired and to expend money in experimenting upon and testing and improving or seeking to improve any patents inventions designs secret processes or rights which the Company may acquire or propose to acquire.

(16) To purchase or otherwise acquire all or any part of the business or property of any person firm association or company carrying on or (in the case of a company) formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and as the consideration for the same to pay cash or to issue any shares stocks or obligations of this Company and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.

(17) To enter into partnership or into any arrangement whether perpetual or terminable for sharing profits union of interests joint-adventure reciprocal concession or co-operation with any person firm association or company carrying on or engaged in or about to carry on or engage in any business or transaction which this



Company is authorised to carry on or engage in or any business or transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit this Company or to prevent or minimise apprehended loss or damage or cost to this Company or to any such company as aforesaid and to purchase subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of or to lend money to guarantee the contracts engagements and obligations of subsidise or otherwise assist any such person firm association or company and to sell hold re-issue with or without guarantee or otherwise deal with such shares stock or securities.

- (18) To establish maintain develop extend subscribe to or subsidise any association institution or fund which may seem directly or indirectly conducive to the protection of the Company or the furtherance of its interests.

- (19) To grant donations gratuities pensions allowances benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives widows families or dependants of any such persons and to establish subsidise subscribe to or support institutions associations clubs funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members and to make payments for or towards the insurance of any such persons as aforesaid and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public general or useful object and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees or to lend money to the Company's employees to enable them to purchase shares of the Company.

NOTE.—This paragraph was substituted by Special Resolution dated 15th September 1901

- (20) To sell exchange let develop dispose of or otherwise deal with the undertaking of the Company or any part thereof upon such terms and for such consideration as the Company may think fit.

- (21) To sell improve manage develop exchange mortgage let on rent or in consideration of a share of profits (either in money or kind) or otherwise grant licences easements and other rights in and over and in any manner dispose of turn to profit or deal with all or any part of the property and rights of the Company.
- (22) To accept in consideration for the undertaking of the Company or for any property or rights sold let or disposed of or any service rendered or to purchase subscribe for or otherwise acquire and to hold the perpetual or redeemable debentures or debenture stock or obligations or the shares (fully or partly paid up) or stock of any company in the United Kingdom or elsewhere.
- (23) To promote or form or join in promoting or forming at home or abroad any other company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or in which this Company is interested or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay the costs charges and expenses preliminary or incidental to the promotion formation establishment registration and advertising of any such company and the issue of its capital or securities and to guarantee the payment of any debentures debenture stock or other securities issued by any such company and the interest thereon and the payment of interest or dividends upon the stock or shares of any such company.
- (24) To invest and deal with the moneys of the Company not immediately required upon such investments and in such manner as may from time to time be determined.
- (25) To receive money on deposit or otherwise to lend money with or without security to such persons and generally on such terms as may seem expedient and in particular to tenants and customers of and other persons having dealings with the Company and to guarantee the performance of contracts by any third persons or companies or the discharge of obligations or engagements of any kind by them.
- (26) To apply for and promote any Provisional Order or Act of Parliament for extending the powers of the Company or for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution and to oppose and resist and to

contribute to the costs of opposing any Bill in Parliament or any proceedings applications agitation or movement which may seem directly or indirectly adverse to the Company's interests.

- (27) To enter into any arrangements with any government or authority supreme municipal local or otherwise or with railway companies canal companies shipping companies dock companies commissioners carriers and other persons corporations or companies in any part of the world which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority or any such railway or other company person or corporation any rights privileges and concessions which may seem conducive to the Company's objects or any of them and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (28) To register the Company or constitute or incorporate it as an anonymous or other society or to procure it to be recognised in any foreign country or place.
- (29) To raise or borrow money and to secure the payment of any such moneys and interest thereon or the carrying out fulfilment or discharge of any contracts engagements obligations or liabilities of the Company of any kind whatsoever (including guarantees for the discharge of any contracts or engagements of any third party) in such manner and on such terms as may seem expedient and for such purposes or any of them or any other purpose to issue debentures or debenture stock whether perpetual or otherwise and charged or not charged upon the whole or any part of the undertaking property and rights of the Company both present and future including its uncalled capital and to redeem or contract to redeem any such debentures or debenture stock or other security or obligation of the Company either at a premium or otherwise.
- (29A) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other

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

moneys secured by or payable under any obligations or securities including particularly the obligations or securities of any company which is (within the meaning of section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary company or a subsidiary company of any such holding company.

- (30) To draw make accept indorse discount execute and issue bills of exchange promissory notes debentures bills of lading charter parties warrants policies and other negotiable or transferable instruments or securities and to buy sell or otherwise deal in the same.
- (31) To remunerate (by cash or other assets or by the allotment of fully or partly paid shares or in any other manner) any persons firms associations or companies for services rendered or to be rendered in acting as trustees for debenture holders or debenture stock holders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares debentures debenture stock or other securities of the Company or of any company promoted by this Company or for services rendered in or about the formation or promotion of the Company or any company promoted by this Company or in introducing any property or business to the Company or in or about the conduct of the business of this Company or for guaranteeing payment of such debentures debenture stock or other securities and any interest thereon.
- (32) To distribute any of the property of the Company among the Members in specie and either by way of dividends or upon any return of capital.
- (33) To pay out of the funds of the Company all costs charges and expenses preliminary and incidental to the promotion formation establishment registration and advertising of the Company and the issue of its capital.
- (34) To do all or any of the above things in any part of the world and either as principals agents trustees contractors or otherwise and either alone or in conjunction with others and either by or through agents sub-contractors trustees or otherwise.
- (35) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act 1909 as extended by the Industrial Assurance Act 1923 or the Road Traffic Acts 1930 to 1934 and the Air Navigation Act 1936 or to re-insure any risks under any class of assurance business to which those Acts apply.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall except where otherwise expressed in such paragraphs be in nowise limited by reference to or inference from any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £50,000 divided into 50,000 shares of £1 each with power to increase and with power to divide the original or any new capital into shares of different classes which may from time to time be issued or held with any preferences priorities or special or qualified or restricted rights in the payment of dividends or in the distribution of assets or otherwise as compared with other shares whether preference ordinary or deferred and whether then already issued or not or as shares ranking equally with any other such shares or as deferred shares or with a special right of or restriction whether absolute or partial against voting and to vary the regulations of the Company from time to time so far as necessary to give effect to any such preference or priority or special qualified or restricted rights as well as in any other particulars and upon the sub-division of a share to apportion the right to participate in profits or in the distribution of assets or the right to vote in any manner as between the shares resulting from any such sub-division and to give to any one or more of such shares any preferences priorities or advantages with regard to dividends in the distribution of assets as to rights of voting or in any other respect over the other or others of them.

NOTE.—The share capital was increased on 13th February, 1948, to £80,000, divided into 80,000 Ordinary Shares of £1 each.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>HENRY CHARLES CHAMBERS,  Kerri,  Blakesley Road,  Yardley,  Birmingham,  Solicitors Managing Clerk.</p>	<p>One</p>
<p>PERCIVAL JOHN WALL,  27, Bridgnorth Road,  Stourbridge,  Solicitor's Clerk.</p>	<p>One</p>

Dated the 24th day of March, 1939.

Witness to the above signatures:—

M. B. GRIFFITHS,  
58, Ladbroke Road,  
Solihull,  
Warwickshire,  
Solicitors Clerk.

# THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests  
in shares in, or debentures of, a company or its associated  
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

Insert the  
Name of  
the Company

*TOP TOP BAKERIES* LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with  
subsection (8) of section 29 of the Companies Act 1967, that the register of Directors'  
interests in shares in, or debentures of, the company or any associated companies  
is kept at.....

17, CAMDEN ROAD  
LONDON, N.W.1.

Signed.....

State whether Director or Secretary.....

Date.....

*14th December, 1967*

Presented by :

Presentor's reference : .....

The Secretary of the Company,

17, Camden Road,

London, N.W.1.

Form No. R6  
(No fee payable)

Printed and published by

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19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,  
Glasgow, C.2.

Companies 23

F168051-1-67

*The Companies Act, 1929*  
and  
*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

TIP TOP BAKERIES LIMITED

(as altered to 15th September 1961)

Some

Still Private

1. The name of the Company is "TIP TOP BAKERIES LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
  - (1) To carry on business as wholesale and retail bread manufacturers and also as manufacturers or producers of and wholesale or retail dealers in foodstuffs and provisions (whether solid or liquid) of every kind and description and in particular but without limiting the generality of the foregoing to carry on business as confectioners, grocers, bakers and general provision merchants and manufacturers of and dealers in biscuits and other farinaceous foods and products tea coffee and other provisions medicines and medicinal products.
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Company is authorised to carry on or engage in or any business or transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit this Company or to prevent or minimise apprehended loss or damage or cost to this Company or to any such company as aforesaid and to purchase subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of or to lend money to guarantee the contracts engagements and obligations of subsidise or otherwise assist any such person firm association or company and to sell hold re-issue with or without guarantee or otherwise deal with such shares stock or securities.

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*NOTE.—This paragraph was substituted by Special Resolution dated 15th September 1901*

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- (23) To promote or form or join in promoting or forming at home or abroad any other company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or in which this Company is interested or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay the costs charges and expenses preliminary or incidental to the promotion formation establishment registration and advertising of any such company and the issue of its capital or securities and to guarantee the payment of any debentures debenture stock or other securities issued by any such company and the interest thereon and the payment of interest or dividends upon the stock or shares of any such company.
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- (29) To raise or borrow money and to secure the payment of any such moneys and interest thereon or the carrying out fulfilment or discharge of any contracts engagements obligations or liabilities of the Company of any kind whatsoever (including guarantees for the discharge of any contracts or engagements of any third party) in such manner and on such terms as may seem expedient and for such purposes or any of them or any other purpose to issue debentures or debenture stock whether perpetual or otherwise and charged or not charged upon the whole or any part of the undertaking property and rights of the Company both present and future including its uncalled capital and to redeem or contract to redeem any such debentures or debenture stock or other security or obligation of the Company either at a premium or otherwise.
- (29A) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other

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

moneys secured by or payable under any obligations or securities including particularly the obligations or securities of any company which is (within the meaning of section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary company or a subsidiary company of any such holding company.

- (30) To draw make accept indorse discount execute and issue bills of exchange promissory notes debentures bills of lading charter parties warrants policies and other negotiable or transferable instruments or securities and to buy sell or otherwise deal in the same.
- (31) To remunerate (by cash or other assets or by the allotment of fully or partly paid shares or in any other manner) any persons firms associations or companies for services rendered or to be rendered in acting as trustees for debenture holders or debenture stock holders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares debentures debenture stock or other securities of the Company or of any company promoted by this Company or for services rendered in or about the formation or promotion of the Company or any company promoted by this Company or in introducing any property or business to the Company or in or about the conduct of the business of this Company or for guaranteeing payment of such debentures debenture stock or other securities and any interest thereon.
- (32) To distribute any of the property of the Company among the Members in specie and either by way of dividends or upon any return of capital.
- (33) To pay out of the funds of the Company all costs charges and expenses preliminary and incidental to the promotion formation establishment registration and advertising of the Company and the issue of its capital.
- (34) To do all or any of the above things in any part of the world and either as principals agents trustees contractors or otherwise and either alone or in conjunction with others and either by or through agents sub-contractors trustees or otherwise.
- (35) To do all such things as are incidental or conducive to the attainment of the above objects or any or them.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act 1909 as extended by the Industrial Assurance Act 1923 or the Road Traffic Acts 1930 to 1934 and the Air Navigation Act 1936 or to re-insure any risks under any class of assurance business to which those Acts apply.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall except where otherwise expressed in such paragraphs be in nowise limited by reference to or inference from any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £80,000 divided into 80,000 Ordinary Shares of £1 each with power to increase and with power to divide the original or any new capital into shares of different classes which may from time to time be issued or held with any preferences priorities or special or qualified or restricted rights in the payment of dividends or in the distribution of assets or otherwise as compared with other shares whether preference ordinary or deferred and whether then already issued or not or as shares ranking equally with any other such shares or as deferred shares or with a special right of or restriction whether absolute or partial against voting and to vary the regulations of the Company from time to time so far as necessary to give effect to any such preference or priority or special qualified or restricted rights as well as in any other particulars and upon the sub-division of a share to apportion the right to participate in profits or in the distribution of assets or the right to vote in any manner as between the shares resulting from any such sub-division and to give to any one or more of such shares any preferences priorities or advantages with regard to dividends in the distribution of assets as to rights of voting or in any other respect over the other or others of them.

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
<p>HENRY CHARLES CHAMBERS,  Kerri,  Blakesley Road,  Yardley,  Birmingham,  Solicitors Managing Clerk.</p>	One
<p>PERCIVAL JOHN WALSH,  27, Bridgnorth Road,  Stourbridge,  Solicitor's Clerk.</p>	One

Dated the 24th day of March, 1939.

Witness to the above signatures:—

M. B. GRIFFITHS,  
58, Ladbroke Road,  
Solihull,  
Warwickshire,  
Solicitors Clerk.



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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION  
OF  
TIP TOP BAKERIES LIMITED

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Passed 15 February 1982

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At an EXTRAORDINARY GENERAL MEETING of the above-named company duly convened and held at 19-25 Argyll Street, London, W1V 2AP on 15 February 1982 the undermentioned resolution was passed as a SPECIAL RESOLUTION.

RESOLUTION

That the draft articles of association now submitted to the meeting and subscribed for identification by the chairman be and are hereby adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles thereof.

*J. H. Rhodes*  
DIRECTOR

CHAIRMAN OF THE MEETING



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF

TIP TOP BAKERIES  
LIMITED

*is private*

(Adopted by Special Resolution passed on 15 February 1982 )

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PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1980 (as defined by section 90(2) of the Companies Act 1980) shall apply to the Company.

2. Regulations 24, 53, 75, 77, 89, 90, 91, 92, 93, 106 and 108 of Table A shall not apply to the Company, but the remaining regulations of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company.

3. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number, and vice versa.

4. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARE CAPITAL

5. At the date of the adoption of these Articles the capital of the Company is £80,000 divided into 80,000 ordinary shares of £1 each.

6. (i) The Directors may subject to Article 7 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 14(10) of the Companies Act 1980) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due compliance with Article 7 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on 15 February 1987 (that date which is the fifth anniversary of the date upon which the resolution adopting this Article was passed) unless renewed, varied or revoked by the Company in general meeting.

(iii) The Directors shall be entitled under the general authority conferred by paragraph (1) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

*[Handwritten signature]*

7. (i) Subject to any direction to the contrary that may be given by the Company in general meeting, all shares authorised pursuant to Article 6 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(ii) Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.

#### TRANSFERS OF SHARES

8. In regulation 22 of Table A the words "and Transferee" shall be deemed to be deleted.

9. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

#### DIRECTORS

10. The number of Directors shall not, unless otherwise determined by the Company in General Meeting, be less than two.

11. A Director need not hold any share qualification, but shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Table A shall be deemed to be modified accordingly.

12. The office of a Director shall be vacated:-

- (A) If he is prohibited from being a Director by reason of any order made under Section 188 of the Companies Act, 1948.
- (B) If he becomes bankrupt or he makes any arrangement or composition with his creditors.
- (C) If he becomes of unsound mind.
- (D) If by notice in writing to the Company he resigns his office.
- (E) If he is removed by Ordinary Resolution of the Company as provided by Regulation 96 of Table A.
- (F) If he is removed by notice in writing given to him by any company which is the Company's holding company within the meaning of Section 154 of the Companies Act, 1948.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulation 84 of Table A shall be modified accordingly.

14. In Regulation 86 of Table A the words "and every Director" to "for that purpose" shall be deemed to be deleted.

15. In Regulation 94 of Table A the words "and may also determine in what rotation the increased or reduced number is to go out of office" shall be deemed to be deleted, and in Regulation 95 of Table A, the words from "Any Director so appointed" to "at such meeting" shall be deemed to be deleted to the intent that a Director shall not be subject to retirement by rotation but shall hold office until he becomes disqualified under the provisions of Article 12

hereof, or dies. In Regulation 97 of Table A the words from "A person appointed" to "elected a Director" shall be deemed to be deleted.

16. The powers given by Regulation 94 and 95 of Table A, as amended by Article 15 hereof, may also be exercised by notice in writing given by any company which is the Company's holding company within the meaning of Section 134 of the Companies Act, 1948 to the Company.

17. No Director shall be required to vacate office as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.

18. Any Director may continue to be or become a Director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a Director of, or holder of any other office or place of profit under, or member of, any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a Director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

19. A resolution in writing signed by all the Directors or all the members of a Committee of the Board shall be as valid and effectual as if it has been passed at a meeting of the Directors or of such Committee (as the case may be) duly convened and held.

#### BORROWING POWERS

20. In Regulation 79 of Table A the words from "Provided that" to the end of the clause shall be deemed to be deleted.

#### ALTERNATE DIRECTORS

21. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

#### REMUNERATION OF MANAGING DIRECTOR AND OTHERS

22. The remuneration of a Managing Director or any Director who may be appointed to any other office in the management of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependants or by all or any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any remuneration to which he may be entitled as a Director of the Company.

NOTICES

23. In Regulation 131 of Table A the second sentence thereof shall be deemed to be deleted and the following substituted therefor:-

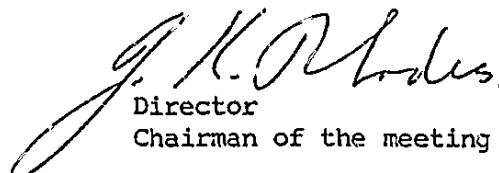
"Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document as properly addressed and put into the post as a prepaid letter".

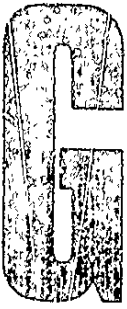
WINDING UP

24. On any sale or transfer of the undertaking of the Company the Directors or the Liquidators on a winding up may if authorised by a special resolution accept fully paid or partly paid up shares, debentures or securities of any other company or corporation in any part of the World either then existing or to be formed for the purchase or acquisition in whole or in part of the property of the Company and the Directors (if the profits of the Company permit) or the Liquidators (on a winding up) may distribute such shares or securities or any other properties of the Company amongst the members without realisation or vest the same in trustees for them or any of them and any special resolution may determine how such distribution shall be carried out as between the members or contributories of the Company or different classes thereof and may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company or classes thereof and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto save only (in case the Company is proposed to be or is in the course of being wound up) such statutory rights (if any) under Section 287 of the Companies Act, 1948 as are incapable of being varied or excluded by these Articles.

INDEMNITY

25. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 205 of the Companies Act, 1948), which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Section.

  
Director  
Chairman of the meeting



## THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of members is kept or of any change in that place

103

Pursuant to section 110(3) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



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

To the Registrar of Companies

For official use

Company number

1133

351261

Name of company

\*delete if inappropriate

TIP TOP BAKERIES

Limited\*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

N.E.M. HOUSE, 3-5 RICKMANSWORTH ROAD  
WATFORD, HERTS. WD1 7HG

in lieu of\*

17 CAMDEN ROAD, LONDON, NW1 9LJ

where it was previously kept

delete as appropriate

Signed

*[Signature]*

[Director]

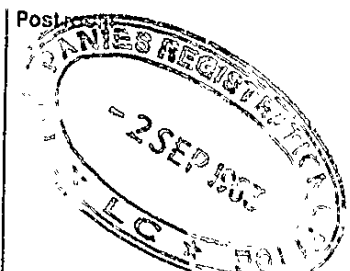
[Secretary]†

Date - 6 MAY 1983

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

THE COMPANY SECRETARY  
NEM HOUSE  
3-5 RICKMANSWORTH ROAD  
WATFORD, HERTS.  
WD1 7HG

For official use  
General section



No. 351261

136.

THE COMPANIES ACTS 1948 TO 1981

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COMPANY LIMITED BY SHARES  
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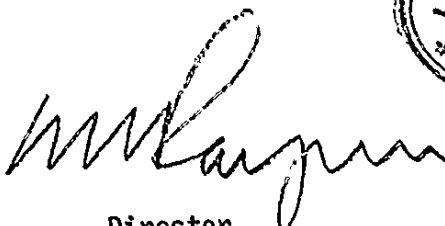
SPECIAL RESOLUTION  
OF  
TIP TOP BAKERIES LIMITED  
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Passed 4 May 1984  
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At an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened and held at 3-5 Rickmansworth Road, Watford, Herts., WD1 7HG on 4 May 1984 the undermentioned resolution was passed as a SPECIAL RESOLUTION.

RESOLUTION

That in accordance with section 12(2) of the Companies Act 1981 section 14(1) of the Companies Act 1976 be excluded from applying to the company and the company shall therefor be exempt from the obligation to appoint auditors under that section.

  
Director  
Chairman of the meeting



Number of)  
Company ) 351261

The Companies Act 1985

\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_

RESOLUTION OF THE MEMBERS IN WRITING

of

TIP TOP BAKERIES LIMITED

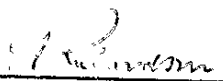
\_\_\_\_\_  
Pursuant to Section 381A of the Companies Act 1985 ('the Act')  
we the undersigned, being all the members of the company who at  
the date of this resolution are entitled to attend and vote at a  
general meeting of the company hereby resolve:

That the company hereby elects

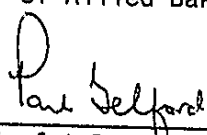
(i) pursuant to Section 252 of the Act to dispense  
with the laying of accounts before the company  
in general meeting,

and,

(ii) pursuant to Section 366A of the Act to dispense  
with the holding of annual general meetings

  
\_\_\_\_\_  
For and on behalf of Allied Bakeries Limited

DIRECTOR

  
\_\_\_\_\_  
For and on behalf of A.B.F. Nominees Limited

DIRECTOR

Dated this.....30th.....day of.....November.....1990





# G

## COMPANIES FORM No. 225(1)

### Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

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

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

1. To the Registrar of Companies  
(Address overleaf—Note 6)

Company number

351261

Insert full name of company

Name of company

TIP TOP BAKERIES LIMITED

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

Delete as appropriate

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

1 5 0 9

3. 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]† or

Day Month Year

1 5 0 9 1 9 9 1

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 [subsidiary] ~~parent~~† undertaking of ALLIED BAKERIES LIMITED

the accounting reference date of which is 15 SEPTEMBER, company number 358718

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

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

6. Signed C. S. Wright Designation: Joint Secretary Date 29 January 1991

Presentor's name, address,  
telephone number and  
reference (if any)

THE COMPANY SECRETARY  
NEW HOUSE  
3-5 RICKMANSWORTH ROAD  
WATFORD, HERTS  
WD17HG

For official use  
D L B

Post room

