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COMPANY LIMITED BY SHARES.

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# Memorandum

— AND —

## Articles of Association

*(adopted by Special Resolution passed 8th day of July 1974)*

OF

**THE CURTIS DISTILLERY COMPANY  
LIMITED**

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COMPANY LIMITED BY SHARES.

**Memorandum of Association**  
OF  
**THE CURTIS DISTILLERY COMPANY**  
**LIMITED**

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1. The name of the Company is THE CURTIS DISTILLERY COMPANY LIMITED ✓

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

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

(A) To carry on business as wine, beer and spirit merchants, licensed victuallers and manufacturers of and dealers in drinks of all kinds (both wholesale and retail), growers and shippers of wine, producers of wines and spirits, brewers and maltsters, distillers, importers and manufacturers of and/or dealers in aerated, mineral and artificial waters and other drinks, and tobacco. ✓

(B) To buy, sell, manufacture and deal in consumable stores of all kinds, and to carry on the business of refreshment contractors, ice merchants, importers and brokers of colonial and foreign produce of all descriptions.

(C) To carry on the business of commission agents, ship owners, charterers of vessels, bonded or other warehousemen and wharf owners, and to deal in articles of all kinds commonly dealt in by persons carrying on any of the businesses above mentioned.

- (D) To apply for, or otherwise acquire letters patent or patent rights, licences, concessions, inventions, secret processes and the like, and to acquire, use and register trade marks.
- (E) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or payable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or

corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) To grant pensions, allowances, gratuities and bonuses to officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees.
- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred

or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (K) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company. and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is deemed likely to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (v) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (w) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (x) To enter into arrangements with any governments or authorities, supreme, municipal, local or otherwise, in any part of the world, and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the Company's objects or any of them.
- (y) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the constitution of the Company, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may be thought likely to prejudice the interests of the Company.
- (z) To procure the Company to be registered in any British dominion, foreign country or place.
- (AA) 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.
- (BB) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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>P. Fleming.</i> <i>24. Thomas's Gardens</i> <i>Barking.</i> <i>Essex</i> <i>Solicitor's Clerk.</i>	<i>One.</i>
<i>William T. Hurren</i> <i>47 Prackley Square,</i> <i>Woodford Green,</i> <i>Essex.</i> <i>Solicitor's Clerk.</i>	<i>One.</i>

Dated this *ninth* day of *November* 1939.

Witness to the above Signatures—

*D. W. Grove*  
*18 Blakesley Avenue*  
*W5*  
*Solicitor's Clerk*

COMPANY LIMITED BY SHARES.

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## Articles of Association

— OF —

# THE CURTIS DISTILLERY COMPANY LIMITED

*(adopted by Special Resolution passed 8th day of July 1974)*

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### PRELIMINARY.

1. The Company is a Private Company and subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the regulations contained in Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to the Company. Subject as aforesaid reference herein to regulations in Table "A" shall be construed as referring to those in Part I thereof.

### BUSINESS.

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



## SHARE CAPITAL.

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

## GENERAL MEETINGS.

4. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table "A" shall not apply to the Company.

## DIRECTORS.

5. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two and there shall be no maximum number of Directors. Regulation 75 of Table "A" shall be modified accordingly.

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

7. Each Director shall have the power to nominate (1) any other Director or (2) any person approved for that purpose by a resolution of the Board to act as alternate Director in his place

during his absence and at his discretion to remove such alternate Director and, on such appointment being made, the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as an alternate.

8. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 199 of the Act and notwithstanding his interest may be counted in the quorum of any meeting at which he is present. Regulation 84 of Table "A" shall be modified accordingly.

9. Regulations 89 to 97 (inclusive) of Table "A" shall not apply to the Company and Directors shall not be liable to retirement by rotation.

10. Any casual vacancy in the Board of Directors may be filled up by the Directors, and the Directors may at any time and from time to time appoint any person as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director appointed under this Article shall hold office until he is removed or his office is vacated under Regulation 88 of Table "A".

#### BORROWING POWERS.

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security, for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table "A" shall not apply to the Company.

## PROCEEDINGS OF DIRECTORS.

12. A resolution in writing signed by all the Directors of the Company for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table "A" shall not apply to the Company.

## MANAGING DIRECTOR.

13. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement as aforesaid such appointment shall be automatically determined *ipso facto* if a Director so appointed ceases from any cause to be a Director. Regulation 107 of Table "A" shall not apply to the Company.

14. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits, or otherwise howsoever) as the Directors may determine. Regulation 108 of Table "A" shall not apply to the Company.

## PENSIONS AND ALLOWANCES.

15. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager, or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

## INDEMNITY

16. Subject to the provisions of Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in regulation 136 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses, costs, charges, expenses or liabilities incurred by him in or about the execution and discharge of the duties of his office.