

No. 390229

THE COMPANIES ACTS, 1929

and

THE COMPANIES ACT 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

and

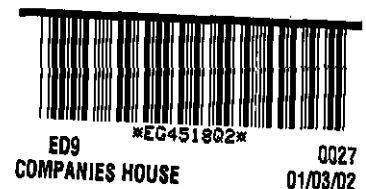
ARTICLES OF ASSOCIATION

of

AB INGREDIENTS LIMITED

(as altered to 24 February 1997)

Incorporated 4 October 1944



No. 390229

The Companies Act 1929

and

The Companies Act 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

AB INGREDIENTS LIMITED
(as altered to 24 February 1997)

1. The name of the Company is "AB INGREDIENTS LIMITED¹2".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on the businesses of wholesale and retail bakers, caterers, confectioners, grocers, fruiterers, florists, millers, butchers and licenced victuallers and to engage in buying, selling or otherwise dealing in every kind of consumable food or drink in any form and also to carry on business as proprietors of cafes, tea-rooms, hotels, restaurants and other similar establishments.
 - (b) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.

1 By Special Resolution on 19 October 2001, the company's name was changed from Nelson Preserving Company Limited to ABF Agriculture Limited.

2 By Special Resolution on 28 February 2002, the company's name was changed from ABF Agriculture Limited to AB Ingredients Limited.

- (c) To buy, take on lease or hiring agreement of otherwise acquire, land or any other property, real or personal, moveable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To take out, apply for and acquire by original grant or by transfer or assignment or other letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint-purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock and other securities.
- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

- (m) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) 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.
- (o) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

- (s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.
5. The share capital is £10,000 divided into 10,000 ordinary shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

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

| Names, Addresses and Descriptions of Subscribers | Number of |
|--------------------------------------------------|-----------|
| Shares taken | by each |
| Subscriber | |

| | |
|---------------------------------------|-----|
| WILLIAM LOUIS DAVID WORTH | One |
| 181 Deptford High St., London, S.E.8. | |
| (Master Baker) | |

| | |
|---------------------------------|-----|
| CECIL SIDNEY WORTH | One |
| 19 Murray Avenue, Bromley, Kent | |
| (Master Baker) | |

Dated this 20th day of August 1944.

Witness to the above signatures:-

G. HALL
General Manager,
Harrison Gibson Ltd., Bromley, Kent

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
Of
AB INGREDIENTS LIMITED

(Adopted by Special Resolution passed on 24 February 1997)

PRELIMINARY

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

SHARE CAPITAL

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

SHARES

5. (a) Subject to Sub-Article (b) hereof all shares shall be under the control of the directors and the directors, may subject to Article 6, allot grant options over or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- (b) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of the adoption of these Articles unless varied or revoked or renewed by the company in general meeting.
- (c) The directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- (d) In accordance with section 91 of the Act, section 89 (1) and section 90 (1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the company.
6. Subject to any direction to the contrary that may be given by the company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the members 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 difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

TRANSFER OF SHARES

7. The directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share
8. At the general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

DIRECTORS

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

the directors of such company), and any director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

14. Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested in or respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted and regulation 94 of Table A shall be modified accordingly.

NOTICES

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

INDEMNITY

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