

The Companies Act 1948 to 1976

and

The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

ABF JAPAN LIMITED

(as altered to 22 February 2007)

1. The name of the Company is "ABF Japan 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 the business as wholesalers, importers, exporters, merchants, manufacturers and dealers in all foodstuffs, including yeast and all farinaceous and sugar compounds, in bakers' sundries, in any other produce, products or chattels, bakers, caterers, confectioners and restaurateurs and bakers' sundriesmen.
 - (B) 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.
 - (C) 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, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any

(formerly: The Country Maid Bakeries Limited)



kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (D) 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.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (F) 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 part 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 repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) 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 and undertakings the Company is interested, whether directly or indirectly.
- (H) 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.
- (I) 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.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and 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 officers or employees.

- (K) To draw, make accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) 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.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully paid 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.
- (N) 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.
- (O) 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.
- (P) 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.
- (Q) To purchase or otherwise acquire, and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or

company carrying on any business which this Company is authorised to carry on.

- (R) 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.
 - (S) To amalgamate with any other company whose objects are or include 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.
 - (T) 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.
 - (U) 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-contracts, trustees or otherwise.
 - (V) 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 £10,000 divided into 10,000 ordinary 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 otherwise.

The Companies Act 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ABF JAPAN LIMITED

(as altered to 22 February 2007)

PRELIMINARY

1. 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 therefore:-
 - "1. Clauses 24, 53, 75, 77, 88, 89, 90, 91, 92, 93, 106 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 (with effect from 24 February 1997) is £10,000 divided into 10,000 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 Companies Act 1948.

DIRECTORS

6. The number of Directors shall not, unless otherwise determined by the Company in General Meeting, be less than two.
7. 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.
8. 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 Clause 96 of Part I 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 1948.
9. 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.

10. In Clause 86 of Part I of Table A the words "and every Director" to "for that purpose" shall be deemed to be deleted.
11. 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 Articles 8 hereof, or dies. In Clause 97 of Part I of Table A the words from "A person appointed" to "elected a Director" shall be deemed to be deleted.
12. The powers given by Clause 94 and 95 of Part I of Table A, as amended by Article 11 hereof, may also be exercised in writing by any company which is the Company's holding company within the meaning of Section 154 of the Companies Act, 1948.
13. No Director shall be required to vacate office as a Director, and no other person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.
14. 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.
15. 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 had been passed at a meeting of the Directors or of such Committee (as the case may be) duly convened and held.

BORROWING POWERS

16. 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.

ALTERNATE DIRECTORS

17. 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

18. 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

19. In Clause 131 of Part I of Table A the second sentence thereof shall be deemed to be deleted and the following substituted therefore:-

"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”.

WINDING UP

20. 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

21. 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.
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No. 492278

THE COMPANIES ACT 1948 to 1976

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

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ARTICLES OF ASSOCIATION

of

ABF JAPAN LIMITED

(as altered to 22 February 2007)

Incorporated 5 March 1951