

572004

PRIVATE COMPANY LIMITED BY SHARES

# Memorandum

AND

# Articles of Association

OF

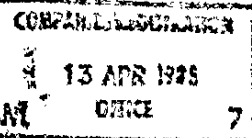
RINGTONS LIMITED

Incorporated the 26th day of September 1956

WILKINSON MAUGHAN

Solicitors

NEWCASTLE - LEAMINGTUN



No. 572008

CERTIFICATE OF INCORPORATION

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I HEREBY CERTIFY that RINGTONS LIMITED is this day  
Incorporated under the Companies Act, 1948, and that  
the Company is LIMITED.

Given under my hand at London this 26th day of September

One thousand nine hundred and fifty six

W.B. LANGFORD

Registrar of Companies

Number 572008

RINGTONS LIMITED

SPECIAL RESOLUTIONS passed 30th May 1978 at an Extraordinary General Meeting of the above named Company duly convened and held at Algernon Road, Newcastle upon Tyne

On the 30th day of May 1978 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be and is hereby altered by designating the present paragraph (w) of Clause 3 thereof as paragraph (x) and by inserting the following new paragraph (w) in clause 3 of the said Memorandum:

(w) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not including, but not so as to limit the generality of the foregoing, a scheme or schemes within the meaning of Section 54(1)(b) of the Companies Act 1948

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

RINGTONS LIMITED

(Passed 18 December 1987)

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 18 December 1987 at *Mermaid Road, Newcastle upon Tyne* the following resolutions were duly passed as Special Resolutions:-

1. THAT the 158,290 Preference Shares in the Company be converted into 158,290 fully paid Ordinary Shares in the Company having the same rights as the existing Ordinary Shares under the new Articles of Association to be adopted by the immediately succeeding resolution.
2. THAT the Company's Articles of Association be amended by the substitution of New Articles of Association a copy of which is attached and initialled by the Chairman for identification.

.....*J. H. Smith*.....  
Chairman

PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

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-of-

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RINGTONS LIMITED

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ADOPTED BY SPECIAL RESOLUTION PASSED ON

1987

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 24, 40, 64, 70, 73, 74, 75, 76, and 89 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations of Table A shall constitute the Regulations of the Company.
3. 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 those shares or debentures being offered for sale to the public.

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## SHARES

4. The share capital of the Company at the date of the adoption of these Articles is £2,500,000.00 divided into shares of £1 each.

5. Subject to the provisions of Section 80 of the Act and to the provisions of these Articles all unissued shares shall be at the disposal of the Directors, who 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.

## ALLOTMENT OF SHARES

6. (a) Shares which are comprised in the authorised share capital of the Company shall be under the control of the Directors who may (subject to paragraph (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (5) of the Act shall not apply to the Company.
- (c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of the adoption of these Articles and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution.

J. C. S.

## TRANSFER AND TRANSMISSION 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. Any direction (by way of renunciation, nomination or otherwise) by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, shall for the purposes of this Article be deemed to be a transfer, and the Directors shall accordingly be entitled to decline to register such person as the holder thereof.

## PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two Members present in person shall be a quorum.

## DIRECTORS

9. The number of Directors shall be not less than two.

10. A Director shall not require a share qualification, but shall nevertheless be entitled to attend and speak at any General Meeting, or Separate Meeting of the holders of any class of shares, of the Company.

## POWERS AND DUTIES OF DIRECTORS

11. Subject to the provisions of the Act, the provisions of the Memorandum and the Articles and any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

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12. 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 94 of Table A shall be modified accordingly.

13. The quorum necessary for the transaction of the business of the Directors shall be two. A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum.

#### APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

14. The words "and may also determine the rotation in which any additional Directors are to retire" in Regulation 78 of Table A shall be omitted.

15. The words "and shall not be taken into account in determining the Directors who are to retire by rotation at the Meeting" in Regulation 79 of Table A shall be omitted.

16. Without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his stead.

17. In regulation 84 of Table A the words "A Managing Director and a Director holding any other executive office shall not be subject to retirement by rotation" shall be omitted.

18. The holders for the time being of a majority of the shares of the Company giving the right to notice of and to attend and vote at General Meetings of the Company may from time to time by notice in writing to the Company :-

- (a) Appoint a person as an additional Director or to fill a casual vacancy, or



J.C.S.

- (b) Remove any Director from office, and if thought fit, appoint another person in his stead. Any such appointment or removal shall become effective on receipt of such notice at the registered office of the Company. The signature of any notice given under this Article need not be witnessed and in the case of a body corporate shall be sufficient if signed on its behalf by any two Directors or officers of its governing body.

#### INFORMATION

19. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1970, or any statutory modification or re-enactment thereof.

THE COMPANIES ACT 1948

## COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

of

RINGTONS LIMITED

1. The name of the Company is "Ringtons Limited"

2. The Registered Office of the Company will be situate in England

3. The objects for which the Company is established are:-

(a) To acquire and take over as a going concern all the undertaking and assets of Ringtons (Holdings) Limited, being a company carrying on the business in Newcastle upon Tyne and elsewhere of a tea merchant and dealer in other allied commodities and having subsidiaries engaged in that trade and in the coachbuilding industry and in the manufacture, assembly, repair and sale of delivery and other vehicles

(b) To carry on at such places in the United Kingdom or elsewhere, as may be determined by the Directors of the Company, the business of Tea, Coffee and Cocoa Merchants, and generally to carry on the said business of Ringtons (Holdings) Limited in all its branches, or any businesses of a character similar or analogous thereto, or any other business or any other works or manufactures which may seem to the Company capable of being conveniently carried on in connection with the same, or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company or further any of its objects.

(c) To carry on the business of motor engineers and coach-builders including the business of the manufacture, repair and assembly of motor and mechanically driven vehicles of every description; and either in connection therewith or as separate and distinct undertakings, the business of garage proprietors, dealers in petrol, oil and other fuels, tyres, accessories and spare parts and dealers in motor vehicles of all descriptions

(d) To purchase or otherwise acquire any patents, brevets d'inventions, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any invention 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 or grant licences in respect of or otherwise turn to account the property and rights so acquired

(e) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it

desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions

(f) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company

(g) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit this Company. To take, or otherwise acquire, and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company

(h) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company

(i) To sell the undertaking of the Company, or any part thereof, or any agency connected therewith for such consideration as the Company may think fit, and in particular for shares, partly or fully paid up, debentures, debenture stock, or securities of any other company, whether actually incorporated and existing, or proposed to be formed or promoted by the Purchaser or otherwise

(j) To promote, finance, or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company

(k) To raise, or borrow, or secure the payment of money for the purpose of the Company (which shall be deemed to include the loan of moneys by the Company for the payment of estate duty in respect of the death of any shareholder of the Company) upon such terms, and on such security as may seem to the Company expedient, and in particular, by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company both present and future, including its uncalled capital

(l) To make and execute any deed, indenture, agreement, appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effectuating or carrying out any matter or transaction within the powers of the Company, or which may be incidental thereto, or connected therewith, and to draw, accept, endorse, discount, and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants, and other negotiable commercial or transferable instruments or securities

(m) To pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business

(n) To invest and deal with the moneys of the Corporation not immediately required in such manner as may be from time to time determined

(o) To lend money to such persons and on such terms as may seem expedient

(p) To give any guarantee or indemnity as may seem expedient

(q) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Company

(r) To distribute by way of dividend or otherwise any of the property of the Company in specie

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

(t) To procure the Company to be registered or recognised, and to establish and maintain local registers, agencies and branch places of business, in any colony or dependency, or in any foreign country or place

(u) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by schemes for the payment of dividends or discounts to customers of the Company, by purchase and exhibition of works of art or interest, or by the publication of books and periodicals, and by granting prizes, rewards and donations

(v) To establish and maintain or procure the establishment and maintenance or to act as Trustees of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid, holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families, dependents and connections of any such persons, and also to establish and subsidise or subscribe to any institutions, associations and charities calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the

insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid

(w) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees whether involving the issue of shares or not, including, but not so as to limit the generality of the foregoing, a scheme or schemes within the meaning of Section 54(1)(b) of the Companies Act 1948

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company

4. The liability of the Members is limited

\*5. The share capital of the Company is £2,500,000 divided into 2,500,000 shares of £1 each

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
ROBERT ARTHUR BARNETT Cross House, Westgate Road, Newcastle upon Tyne. Solicitor	One
FRED SIMPSON WEBB, 102 Whinneyfield Road, Newcastle upon Tyne, Company Secretary	One

Dated the 18th day of September 1956  
Witness to the above signatures:-  
D. SMITH Jr.  
25 Elgy Road, Newcastle upon Tyne 3.

Secretary

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\* The original share capital of the Company was £200,000 divided into 78,300 6 1/2 per cent Cumulative "A" First Preference £1 Shares, 32,490 6 per cent Cumulative "B" First Preference £1 Shares, 10,000 6 1/2 per cent Cumulative "C" Second Preference £1 Shares, 70,000 £1 Ordinary Shares and 9,210 Unclassified £1 shares. This has been varied as follows :-

On 26.8.1960 the Unclassified Shares were designated £1 Ordinary Shares and the capital was increased to £450,000 by the creation of 37,500 6 1/2 per cent Cumulative "C" Second Preference £1 Shares and 212,500 £1 Ordinary Shares

On 1.8.1979 the capital was increased to £2,500,000 by the creation of 2,050,000 £1 Ordinary Shares.

On 18.12.1987 the 158,290 Preference Shares in the Company were by Special Resolution converted into 158,290 fully paid Ordinary Shares in the Company having the same rights as the existing Ordinary Shares under the new Articles of Association adopted on the same date.

Company No. 572008

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

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RINGTONS LIMITED

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ADOPTED BY SPECIAL RESOLUTION PASSED ON

1987

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 24, 40, 64, 70, 73, 74, 75, 76, and 89 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations of Table A shall constitute the Regulations of the Company.
3. 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 those shares or debentures being offered for sale to the public.

J. C. S.

## SHARES

4. The share capital of the Company at the date of the adoption of these Articles is £2,500,000.00 divided into shares of £1 each.

5. Subject to the provisions of Section 80 of the Act and to the provisions of these Articles all unissued shares shall be at the disposal of the Directors, who 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.

## ALLOTMENT OF SHARES

6. (a) Shares which are comprised in the authorised share capital of the Company shall be under the control of the Directors who may (subject to paragraph (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (5) of the Act shall not apply to the Company.

(c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of the adoption of these Articles and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution.



J. C. S.

#### TRANSFER AND TRANSMISSION 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. Any direction (by way of renunciation, nomination or otherwise) by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, shall for the purposes of this Article be deemed to be a transfer, and the Directors shall accordingly be entitled to decline to register such person as the holder thereof.

#### PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two Members present in person shall be a quorum.

#### DIRECTORS

9. The number of Directors shall be not less than two.

10. A Director shall not require a share qualification, but shall nevertheless be entitled to attend and speak at any General Meeting, or Separate Meeting of the holders of any class of shares, of the Company.

#### POWERS AND DUTIES OF DIRECTORS

11. Subject to the provisions of the Act, the provisions of the Memorandum and the Articles and any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

12. 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.

13. The quorum necessary for the transaction of the business of the Directors shall be two. A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum.

#### APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

14. The words "and may also determine the rotation in which any additional Directors are to retire" in Regulation 78 of Table A shall be omitted.

15. The words "and shall not be taken into account in determining the Directors who are to retire by rotation at the Meeting" in Regulation 79 of Table A shall be omitted.

16. Without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his stead.

17. In regulation 84 of Table A the words "A Managing Director and a Director holding any other executive office shall not be subject to retirement by rotation" shall be omitted.

18. The holders for the time being of a majority of the shares of the Company giving the right to notice of and to attend and vote at General Meetings of the Company may from time to time by notice in writing to the Company :-

- (a) Appoint a person as an additional Director or to fill a casual vacancy, or

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- (b) Remove any Director from office, and if thought fit, appoint another person in his stead. Any such appointment or removal shall become effective on receipt of such notice at the registered office of the Company. The signature of any notice given under this Article need not be witnessed and in the case of a body corporate shall be sufficient if signed on its behalf by any two Directors or officers of its governing body.

#### INFORMATION

19. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1970, or any statutory modification or re-enactment thereof.