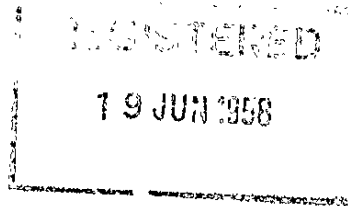


## THE COMPANIES ACT, 1948



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

RITZ BISCUIT COMPANY

LIMITED

acted by

Messrs. Slaughter and May (CFC),

18, Austin Friars,

LONDON, E.C.2.

*DRB*

The Solicitors' Law Stationery Society, Limited  
12 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, GENE FRANK COOPER

of 18, Austin Friars in the City of London

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor

of the Supreme Court engaged in the formation

of

RITZ BISCUIT COMPANY

Limited,

And that all the requirements of the Companies Act, 1948, 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 24 Austin Friars  
in the City of London

on the 12<sup>th</sup> day of June

one thousand nine hundred and fifty-eight

*(Signature)*

Before me,

Lionel Brew

Note.—This margin is reserved for binding and must not be written across.

Number of }  
Company }

606663/2

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.



## Statement of the Nominal Capital OF

RITZ BISCUIT COMPANY

19 JUN 1956

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

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

*Presented by*

Messrs. Slaughter and May (CFC),

18, Austin Friars, London, E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-57 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

12 JUN 1956

[P.T.O.]

# THE NOMINAL CAPITAL

OF

RITZ BISCUIT COMPANY

Limited,

is £100, divided into:

100 Shares of £1 each

Shares of each

\*Signature

Description Solicitors to the Company

Dated the Eleventh day of June, 1958

\*This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.

NOTE. This margin is reserved for binding and must not be written across.

No.

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY, That

RITZ BISCUIT COMPANY LIMITED

is this day Incorporated under the Companies Act, 1948,  
and that the Company is LIMITED.

Given under my hand at London, this                      day of

One Thousand Nine Hundred and Fifty-eight.

Registrar of Companies.

THE COMPANIES ACT, 1948.  
COMPANY LIMITED BY SHARES.



MEMORANDUM OF ASSOCIATION

- of -

RITZ BISCUIT COMPANY LIMITED

1948 JUN 23

1. The name of the Company is "RITZ BISCUIT COMPANY 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 the business of manufacturers, merchants, importers and exporters of and dealers in biscuits, bread, flour, bakery products, farinaceous substances and compounds, sweets, sugar confectionery, flour confectionery and confectionery of every description, and all other foodstuffs, and to buy, sell, and deal as Principals or Agents in any such materials as aforesaid, or in the Products of, or in the raw materials for, any such materials, or in any articles which may be conveniently dealt therewith, and to carry out any process, preparatory, consequential or ancillary to any such activity as aforesaid and generally to produce, process and deal in foodstuffs of every description.
  - (2) To carry on all or any businesses of packaging, packing case or box manufacturers and makers of every description, timber merchants and carriers.
  - (3) To carry on, either in connection with the businesses aforesaid or as distinct and separate businesses, the business or businesses of importers, manufacturers and merchants of and dealers in any other material, produce or article which it may be found convenient or desirable from time to time to import, manufacture or deal in with a view to extending the Company's operations.
  - (4) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.
  - (5) 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,

8740

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.

- (6) To purchase or otherwise acquire and take over as a going concern the business and undertaking of any company, firm or person carrying on any of the businesses aforesaid, and all or any of the assets or liabilities of any such company, firm or person; and to carry on all or any businesses or business so acquired, and to develop and extend the same.
- (7) To acquire and hold shares, stock, debentures and debenture stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in the British Isles, or in any colony or dependency or possession thereof, or in any foreign country, and any right or interest therein, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and any right or interest therein.
- (8) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
- (9) To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's businesses and to regulate and discontinue the same.
- (10) To purchase or otherwise acquire, for any estate or interest whatever, and to take options over, construct and develop any property, real or personal, or rights or privileges of any kind which the Company may think necessary or convenient for the purposes of its business.
- (11) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the performance of the obligations of, and the payment of moneys secured by, or payable under, or in respect of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company whether British, Colonial or Foreign or of any authority supreme, municipal, local or otherwise, or of any person whomsoever.

- (12) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (13) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company, if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.
- (14) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
- (15) To apply for, purchase or otherwise acquire, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (16) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (17) To draw, make, accept, endorse, discount, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (18) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares, whether fully or partly paid up, debentures, debenture stock or other obligations or securities of any other company.



- (19) To remunerate any person firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (20) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (21) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (22) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.
- (23) To grant annuities, pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any) or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (24) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company, or effecting any modification in the constitution of the Company, or furthering the interests of its Members, and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its Members.

- (25) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (26) To act as secretaries, managers, registrars or transfer agents for any other company.
- (27) To distribute any of the property of the Company among its Members in specie or kind.
- (28) To enter into mutual insurance, indemnity or protection associations and to underwrite on the Company's account any fire or other risks provided that nothing herein contained shall empower the Company to carry on the business of insurance or re-insurance or to grant annuities within the meaning of the Assurance Companies Acts, 1909 to 1946.
- (29) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

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 not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into One hundred Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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.
<p><i>R. Tate,</i> 18, Austin Friars, London, E.C.2. Solicitor.</p> <p><i>Charles Hodgkinson</i> Fair Winds, Highbridge Lane, Scissett, N<sup>o</sup> Huddersfield, Yorkshire Solicitor</p>	<p>1 share.</p> <p>One.</p>

DATED the 11<sup>th</sup> day of June, 1958.

WITNESS to the above Signatures:-

*M. G. Olsen,* OLSEN  
25, Radnor Road,  
Harrow, Middlesex,  
Spinstor.



ARTICLES OF ASSOCIATION

- of -

RITZ BISCUIT COMPANY LIMITED



19 JUN 1958

TABLE "A".

1. 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 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.

3. The Registered Office shall be at such place in England as the Board shall from time to time appoint.

SHARE CAPITAL AND SHARES.

4. The original share capital of the Company is £100 divided into One hundred Shares of £1 each.

5. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

LIEN.

6. The liens given by Regulation 11 of Table A shall extend to every share in the capital of the Company whether fully paid or not.

PROCEEDINGS AT GENERAL MEETINGS.

7. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more Members. Regulation 5 of Part II of Table A shall be modified accordingly.

8. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table "A" shall be modified accordingly.

#### DIRECTORS.

9. Unless and until determined by the Company in General Meeting the number of Directors shall not be less than two nor more than nine. Regulation 75 of Table A shall be modified accordingly.

10. A Director shall not be required to hold any qualification. Regulation 77 of Table A shall not apply to the Company.

11. The Directors shall not be subject to retirement by rotation. Regulations 89 to 93 (both inclusive) of Table A shall not apply; and Regulations 94 to 97 (both inclusive) of Table A shall be modified accordingly.

12. 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.

13. 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 alternate.

14. 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.

15. A resolution in writing signed by all the

Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

#### PENSIONS AND ALLOWANCES.

16. 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 as an officer or employee of the Company or 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. Article 87 of Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

D. H. Tate.

18, Austin Friars,  
London, E.C.2.  
Solicitor.

Charles Hodgkinson,  
Fair Winds,  
Highbridge Lane,  
Scissett,  
N. Huddersfield, Yorkshire  
Builder

DATED the 11<sup>th</sup> day of June, 1958.

WITNESS to the above Signatures :-

M. H. Olsen.  
25, Radnor Road,  
Harrow, Middlesex.  
Spinster -

DUPLICATE FOR THE FILE

No. 606663



## Certificate of Incorporation

I Hereby Certify That

RITZ BISCUIT COMPANY LIMITED

is this day Incorporated under the Companies Act, 1948, and that the  
Company is Limited.

Given under my hand at London this.....Nineteenth.....day of  
.....June..... One Thousand Nine Hundred and Fifty.....eight..

*L. R. (and for)*  
Registrar of Companies

Certificate  
received by

*McWilson for Slaughter & May*

Date *20<sup>th</sup> June 1958*