

12283  
22/9/80

THE COMPANIES ACTS 1913 TO 1979  
SPECIAL RESOLUTIONS

DATE

Pursuant to Section 141 of the Companies Act 1948 G.W.H. Properties Limited passed the 29th day of July 1980.

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at :- Bowater House, 68 Knightsbridge, London SW1X 7LR on the 29th day of July 1980 the following SPECIAL RESOLUTIONS were duly passed:-

1. That the provisions of the memorandum of association of the company with respect to its objects be and they are hereby altered by deleting from clause 3 thereof sub-clauses (A) to (C) and addendum and substituting therefor the following sub-clauses (a) to (d) and addendum.
  - " (a) To undertake and discharge the office or offices of and duties of trustee, custodian trustee, attorney, agent, nominee, manager, investment adviser, liquidator, receiver, executor or administrator of any pension funds or pension schemes or for any person or persons, company, corporation, association, scheme, or trust fund and generally to undertake, perform and discharge all powers authorities and discretions that may be vested in the Company under any instrument.
  - (b) To accept, subscribe for, underwrite, purchase or otherwise acquire and to hold (on deposit or otherwise), deal with, manage, develop, exchange, transfer, charge, lease, mortgage, dispose of or sell any stocks, shares, securities, policies, investments, money, foreign exchange or any right or interest in, over or upon real or other personal property of any kind whatsoever and wheresoever situate and to undertake and carry on any business, undertaking, contract, trade or transaction.
  - (c) To apply for and acquire and hold any charters, Acts of Parliament, privileges, monopolies, licences, concessions, patents or other rights, powers or crests from the British Government and Parliament or from any other government or state, or any local or other authority in any part of the world and to exercise, carry on and work any powers, rights or privileges so obtained.
  - (d) To borrow or raise money in such manner as the Company may think fit for the purposes of or in connection with any of the Company's operations and to secure or discharge any debt or obligation of or binding upon the Company in such manner as the Company may think fit and in particular by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital or by the creation and issue of debentures, debenture stock or other securities.



- (e) To acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into partnership or any arrangement for sharing profits or for co-operation or assistance with any such person, firm or company and to give or accept by way of consideration or otherwise for any of the acts or things aforesaid or property acquired, any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (f) To promote or concur in the promotion of any company or companies the promotion of which may appear likely to benefit or assist the Company, and to pay the expenses of or incidental to such promotion.
- (g) To lend money to and guarantee the performance of the contracts or obligations of any person, firm or company.
- (h) To sell, lease, grant rights over or otherwise dispose of the whole or part of the property, assets, rights or undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (i) To give all kinds of indemnities and undertakings in connection with any matter whatsoever.
- (j) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- (k) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (l) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or purpose which may appear likely to benefit or assist the Company.
- (m) To remunerate any person, firm or company rendering service to the Company and to provide for the welfare of and grant pensions or other payments to any employees or ex-employees, and officers or ex-officers (including directors or ex-directors) of the Company or the relations and dependents of such persons and to form, subscribe to or otherwise support any associations, clubs, trusts or institutions which the Company may consider to benefit such persons.

(n) To do all, or any of the things, and matters aforesaid in any part of the world and either as principals, agents, trustees or otherwise and by or through agents, trustees or otherwise, and either alone or in conjunction with any person, firm or company and either gratuitously or otherwise.

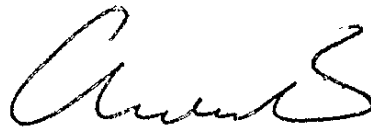
(o) To do all such other things as may be incidental or conducive to the above objects or any of them.

It is hereby declared that each of the objects of the Company as specified in each of the preceding sub-clauses shall be separate and distinct objects of the Company and shall be in no way limited by reference to any other sub-clause or the order in which the same occur."

2. That the draft articles of association now submitted to the meeting and subscribed for identification by the Chairman be and are hereby adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles thereof.

3. That the name of the company be changed to:

ASSOCIATED BRITISH FOODS PENSION TRUSTEES LIMITED.



A.S. HERBERT  
Secretary



COPY

CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 628939

141

I hereby certify that

**G.W.H. PROPERTIES LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**ASSOCIATED BRITISH FOODS PENSION TRUSTEES LIMITED**

Given under my hand at Cardiff this

**30th SEPTEMBER 1980**

R. A. WILSON

*Assistant Registrar of Companies*