

No. of Company.....636692.....

Form No. 41

## THE COMPANIES ACT, 1948



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

### Declaration of Compliance

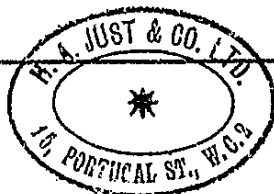
with the requirements of the Companies Act, 1948  
on application for registration of a Company.

Pursuant to Section 15 (2)

Name of Company :

MINI - MEAL

LIMITED



Presented by

EDWARD S. HITCH, Solicitors.....

76 Albion Street, Leeds 1.




H. A. JUST & CO. LTD.  
Company Printers and Registration Agents

15 PORTUGAL STREET, LINCOLN'S INN,  
LONDON, W.C.2

Telephone : HOLBORN 9781

I, ISADORA FISCH  
of 76 Albion Street in the City of Leeds

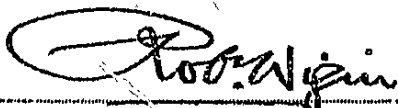
 Do solemnly and sincerely declare that I am (a) a Solicitor of  
the Supreme Court engaged in the formation

of MINI-MEALS Limited,

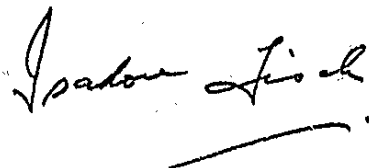
and That all the requirements of the Companies Act, 1948, in  
respect of matters precedent to the registration of the said Company  
and incidental thereto have been complied with, And I make this  
solemn Declaration conscientiously believing the same to be true  
and by virtue of the provisions of the "Statutory Declarations  
Act, 1835."

Declared at Leeds in the County of York

the 25<sup>th</sup> day of August  
one thousand nine hundred and fifty-nine  
before me.



(b) A Commissioner for Oaths.



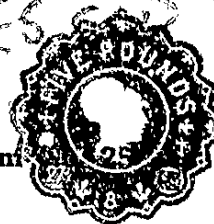
(a) "A Solicitor of the Supreme Court" (or in Scotland "by a Solicitor")  
"engaged in the formation" or "A person named in the Articles of  
Association as a Director or Secretary."

(b) or Notary Public or Justice of the Peace.

No. of Company.....

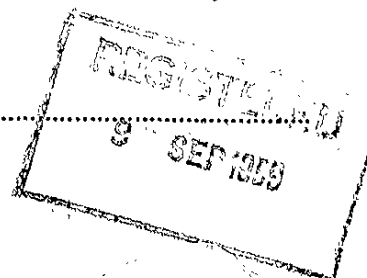
636692/2

Form



MINI-MEALS

LIMITED



STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41 Finance Act, 1933.)

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

The NOMINAL CAPITAL of .....

MINI-MEALS

Limited,

is £...1000....., divided into.....1000.....shares of £1.....each.

Signature.....

*Spencer & Wisch*

Description.....

Director and Secretary.

Date... 25th August, 1959 .....

Presented by



FOR SPENCER & WISCH, Solicitors,

76 Albion Street, Leeds 1.

H. A. JUST & CO. LTD.

Company Printers and Registration Agents

15 PORTUGAL STREET, LINCOLN'S INN,  
LONDON, W.C.2

Telephone: HOLBORN 9781





THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES



# Memorandum of Association

OF

## MINI - MEALS LIMITED REGISTERED

97 SEP 1959

1. The name of the Company is "MINI-MEALS 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 or businesses of restaurant, hotel, boarding house, refreshment room, tea room, cafe, inn, beerhouse, tavern, roadhouse, motel, holiday camp, camping ground and club proprietors and managers; licensed victuallers, wine and spirit merchants, importers and manufacturers of aerated and mineral waters and other drinks, ice cream makers and vendors, farmers, market gardeners, dairymen, garage proprietors, carriers of passengers and goods, provision dealers, cigar merchants and tobacconists, confectioners, chemists, hairdressers, laundrymen, dyers, cleaners, general storekeepers, proprietors of rooms and places of recreation, sport, entertainment or amusement, theatrical and transportation agents, tourists' agents, and undertakers of agencies generally.
- (b) To carry on business as caterers in all branches of catering, contractors for sports meetings, balls, parties, dances, dinners, luncheons, teas and public or private functions of all kinds; pastry-cooks, bakers, cake and pie makers, fruit and vegetable dealers, butchers, fish-mongers and generally to manufacture, prepare, dress and deal in goods, stores, foodstuffs and consumable articles of all kinds, whether cooked or uncooked.



927  
47 SEP 1959



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the 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.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (p) To promote or aid in the promotion of any company or companies for the purpose of 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 advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

✓ 4. The liability of the members is limited.

✓ 5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose names and addresses 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>June M. Wallis 25 St. Martins Road, Leeds 7. Secretary</p>	<p>One.</p>
<p>Elizabeth Rose Milner 53 Gamble Lane, Old Thaxley, Leeds. Secretary</p>	<p>One</p>

DATED this 21<sup>st</sup> day of August 1959.

WITNESS to the above signatures :-

J. Lish  
Solicitor  
Leeds





636692/4

COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES

## Articles of Association

OF

## MINI - MEALS LIMITED

REGISTERED  
9 SEP 1959

### PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

### PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

### SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Except as hereinafter provided:

(i) No shares in the Company shall be transferred and

(ii) No member shall be entitled to deal with any shares in the Company, whether by transfer or otherwise so as to create in favour of any person, firm or Company any interest of a nature which would cause the Company to cease to be an Exempt Private Company within the meaning of Section 129 (4) of the Act, unless and until the following rights of pre-emption shall have been exhausted.

(a) Every member or other person who intends to transfer shares (hereinafter called "the Vendor") shall give notice in writing (hereinafter called a "transfer notice") to the Board of Directors of his intention and shall specify in such notice if he should desire to transfer his shares under paragraph (ii) of this Article. The transfer notice shall constitute the Board his Agent for the sale of the said shares which they may effect in one or more lots in accordance with the provisions of this Article at a price to be agreed upon by the Vendor and the Board or in the case of a difference, at a price which the Auditor of the Company for the time being shall certify by writing under his hand to be in his opinion a fair selling value thereof as between a willing vendor and a willing purchaser. In doing so the Auditor shall be deemed to be acting as an expert and not as an Arbitrator and accordingly the Arbitration Act 1950 and any statutory modification thereof shall not apply. A transfer notice shall not be revocable after the Vendor has had seven days notice of the price fixed except by sanction of the Directors.

(b) Upon the expiration of such period of seven days the Board shall give notice in writing to all Members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within twenty one days from the date of the said notice whether he is willing to purchase and, if so, what maximum number of the said shares.

(c) Subject to the provisions of the next following sub-clause, at the expiration of the said twenty one days, the Board shall allocate the said shares to or among the member or members who have expressed his or their willingness to purchase as aforesaid, and if more than one, as far as maybe pro rata according to the number of shares already held by them respectively, any balance of shares remaining unallotted being then allocated to any member or members willing to take them and so far as maybe pro rata according to the number of shares each such member shall have expressed willingness to purchase. Provided that no member shall be obliged to take more than the maximum number of shares so notified by him. If the members of the Company have not offered to acquire all the shares to be transferred the Directors may offer all or any of the said shares to persons not already members of the Company at a price not below that fixed as aforesaid.

(d) The transfer of the shares in accordance with the foregoing provisions shall not, without the consent in writing of the Vendor be proceeded with if the whole of the shares offered by the Vendor have not been allocated within three months of the date of the notice in writing to all the members of the Company inviting them to purchase the shares. In such case and in the absence of such consent by the Vendor, the Transfer notice shall cease to be effective and the Vendor shall be entitled to transfer any or all his shares to any person and at any price.

(e) If the member or members of the Company desiring to sell his or their shares shall hold not less than fifty per cent of the issued capital of the Company and shall fail to find a Purchaser or purchasers of the whole of his or their shares at the expiration of three months from the date of the notice in writing to the members of the Company inviting them to purchase the shares, then such member or members may sign a requisition for the holding of an Extraordinary General Meeting of the Company to pass a Special Resolution for the winding up of the Company and no member of the Company who has not signed the Requisition prior to its lodgment at the Registered Offices of the Company shall be entitled to vote either by a show of hands or on a poll upon the consideration of such Resolution.

(f) In any case where the purchase moneys exceed £500 the purchaser shall have the option of paying 20 per cent thereof upon the execution of the transfer and the balance in four equal half yearly instalments with interest at 5% per annum on the balance outstanding from

the last instalment to the date of each payment and payable thereat. The punctual payment of such instalments and interest shall be secured by the bond of the Purchaser together with an equitable charge on the shares so purchased, the certificate relating thereto being deposited with the Auditor to the Company or a bank nominated by him as stakeholder.

(g) The preceding clauses of this Article shall not apply to a transfer merely for the purpose of effecting the appointment of new trustees, nor to a transfer by a legal personal representative to a legatee under the Will of a husband, wife or next of kin of a deceased member nor to a transfer by a trustee to a beneficiary, provided that it is proved to the satisfaction of the Board that the transfer bona fide falls within one of these exceptions. If the Board disapproves of the person who will be the beneficial owner of the shares then the Board may refuse to register such transfer provided that they are able to find a purchaser or purchasers for the said shares within three months of the date of lodgment of the transfer or of a notice in writing of intention to lodge such a transfer at a price to be determined under the provisions of Clause (a) of this Article. Clause (a) of this Article shall apply to the purchase price to be paid.

(h) The preceding clauses of this Article may be waived with the consent of the Board of Directors on receipt of a notice in writing to the Board signed by both Vendor and Purchaser that a transfer of shares in the Company is desired and the approval of the Directors thereto is sought.

(i) A Director duly nominated by resolution of the Board for the purpose shall forthwith be deemed to be the duly appointed attorney of the proposing transferor with full power to execute complete and deliver in the name and on behalf of the proposing transferor a transfer of the shares to the Purchaser or purchasers thereof and may receive payment for such shares in total or by instalments under Clause (f) hereof and give a valid receipt therefor.

#### PROCEEDINGS AT GENERAL MEETINGS.

7. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any 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 or carried unanimously, or by a

particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

#### DIRECTORS.

8. The number of Directors shall not be less than two nor more than five and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association of the Company.

9. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

10. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

#### BORROWING POWERS OF DIRECTORS.

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

#### ALTERNATE DIRECTOR.

12. A Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may appoint by writing under his hand any person approved of by the other Directors to be an alternate Director in his place for a period not exceeding two months on any one occasion (unless being abroad, for a period of six months). The person so appointed shall, subject to any limitations to his powers which may be set out in the notice

of his appointment be entitled to receive notices of and to attend and vote at meetings of the Board. The powers of an alternate Director shall automatically be suspended during such time as the Director appointing him is himself present at a meeting of the Board. His appointment shall be terminated by the happenings of any of the following events; namely

(a) If the Appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director

(b) If the period of his appointment has expired

(c) If after the period of two months above mentioned the remaining Directors pass a resolution terminating his appointment

The Signature of an alternate Director shall serve as the signature of the Director whom he represents for the purpose of Clause 106 of Table "A" on all matters on which such alternate Director has been authorised to Act by the notice of his appointment.

#### INDEMNITY.

13. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Jane M. Wallis  
25 St. Martin's Road.  
Leeds 7.  
Secretary

Elizabeth Rose Milner  
53 Gamble Lane,  
Old Farnley,  
Leeds.  
Secretary

DATED this 21<sup>st</sup> day of August 1959.

WITNESS to the above signatures :-

J. Lich  
Solicitor  
Leeds

No. C. 173

DUPLICATE FOR THE FILE

No. 636692



## Certificate of Incorporation

I Hereby Certify, that

**MINI-MEALS LIMITED**

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

Given under my hand at London this Ninth day of

September One Thousand Nine Hundred and Fifty nine.

*JH Davies*  
SENIOR ASSISTANT Registrar of Companies.

Certificate  
received by

} Chapman for Just & Co

Date 9/9/59



636672.

THE COMPANIES ACTS, 1948 to 1967

27 COMPANY LIMITED BY SHARES

MINI-MEALS LIMITED

At an Extraordinary General Meeting of the Members of the Company held on 12th January 1972 the following Resolution was passed as a Special Resolution.

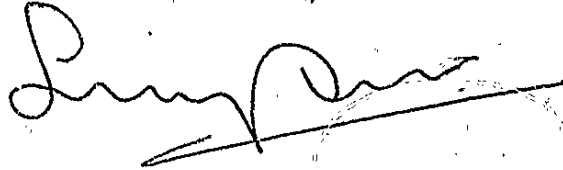
SPECIAL RESOLUTION:

T H A T :-

- (1) The authorised Share Capital of the Company be increased from £1,000 to £1,100 by the creation of 100 new Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company;
- (2) The Company adopt new Articles of Association in the form of the print produced to the Meeting and initialled by the Chairman;
- (3) The sum of £100 being part of the sum standing to the credit of the Profit and Loss Account in the Books of the Company be capitalised and that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in paying up in full at par 100 new unissued Ordinary Shares of £1 each to be appropriated, allotted and distributed credited as fully paid to and amongst the Members in the proportion of one new Ordinary Share for each 10 Ordinary Shares of each of which they are the holders.



- (4) Forthwith upon the allotment of the said Ordinary Shares each of the existing issued 1,000 Ordinary Shares of £1 each of the Company be converted into one Deferred Share of £1 having attached thereto the rights specified in the Articles of Association of the Company as adopted by this Resolution.

A handwritten signature in dark ink, appearing to be 'L. J. P.', is written over a horizontal line. The signature is stylized with a large initial 'L' and a long, sweeping underline.

*The Companies Acts 1948 to 1967*

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

MINI-MEALS LIMITED

(Adopted by Special Resolution passed on January, 1972)

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PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called "Table A"), shall, except as hereinafter provided, and so far as the same are not inconsistent with the provisions of these Articles, apply and constitute the regulations of the Company.

2. Regulations 22, 24, 53, 62, 75, 76, 77, 79, 84, 88 to 92 inclusive and 106 to 109 inclusive of Part I of Table A shall not apply to the Company.

PRIVATE COMPANY.

3. The Company is a Private Company, and accordingly clauses 2, 3 and 4 (but not clauses 1 and 5) in Part II of Table A shall apply.

CAPITAL.

4. The share capital of the Company at the date of the adoption of these Articles is £1,100, divided into 1,000 Deferred Shares of £1 each

and 100 Ordinary Shares of £1 each. The Deferred Shares shall confer upon the holders thereof the following rights and shall be subject to the following restrictions, namely :—

- (1) AS REGARDS INCOME.—To receive a dividend at the same rate and at the same time as that paid on the Ordinary Shares in the Company when the amount available for distribution to shareholders of the Company in any one financial period (not exceeding one calendar year) exceeds £1,000,000 (as certified by the Auditors of the Company whose decision shall be final and binding) but not to participate further or otherwise in the profits or distributions of the Company.
- (2) AS REGARDS CAPITAL.—In a winding up to a return of the capital paid thereon after repayment of the amount paid up on the Ordinary Shares of the Company but to no further or other right to participate or share in any surplus assets of the Company.
- (3) AS REGARDS VOTING.—Not to receive notice of or to attend and vote at General Meetings of the Company in any circumstances by virtue of their holdings of Deferred Shares.

5. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.

6. The lien conferred by regulation 11 of Part I of Table A shall extend to every share in the capital of the Company, whether fully paid or not, and to all shares registered in the name of any person whether he shall be the sole registered holder thereof or shall be one of two or more joint holders and in respect of any liability to the Company of the registered holder or holders of such shares.

#### TRANSFER OF SHARES.

7. The instrument of transfer of a share shall be signed by the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. In the case of a partly paid share the instrument of transfer must also be signed by the transferee.

8. Whenever the Company shall be a subsidiary of another company (in these Articles referred to as "the holding company") the following provisions shall apply, namely :—

- (A) If the holding company shall deliver to the Company a notice in writing purporting to be signed by the

secretary or assistant secretary of the holding company and stating that any share of the Company is held by the registered holder thereof as the nominee of the holding company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the holding company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustees in bankruptcy.

- (B) Subject to the provisions of the Act, a resolution in writing purporting to be signed by the secretary or assistant secretary of the holding company shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held.

9. No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

#### PROCEEDINGS AT GENERAL MEETINGS.

10. 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 to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Such resolution may consist of several documents in the like form, each signed by one or more members.

#### DIRECTORS.

11. (A) Subject to any resolution passed by the Company in General Meeting, the number of the Directors shall not be less than two nor more than twelve.

(B) A Director shall not require any share qualification, but any Director, not being a member of the Company, shall nevertheless be entitled to receive notices of and attend and speak at any General Meeting of the Company.

(C) A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

12. The holding company shall have the power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

13. A Director may at any time be removed from office by the holding company.

14. Any appointment or removal of a Director by the holding company under the provisions of Articles 12 and 13 hereof shall be by notice in writing served on the Company purporting to be signed by the secretary or assistant secretary of the holding company, and stating the name of the Director so appointed or removed, and the effective date of such appointment or removal.

15. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services, in the opinion of the Directors, outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may from time to time determine.

16. The Directors shall be entitled to be paid all such reasonable expenses as they may incur in attending and returning from meetings of the Directors, or of committees of the Directors, or General Meetings or which they may otherwise incur, whether in the United Kingdom or abroad, in or about the business of the Company.

#### BORROWING POWERS.

17. 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, guarantee or obligation of the Company, or of any third party.

#### POWERS AND DUTIES OF DIRECTORS.

18. Subject to making such disclosures and declaration of his interest as is required by section 199 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may also vote in respect of any contract or arrangement in which he is interested and shall be counted in the quorum present at the meeting.

19. A Director may hold any other office or place of profit under the Company other than that of Auditor or of Secretary if he be a sole Director, at such remuneration and upon such terms as the Directors may determine. Any Director may act by himself or his firm in a professional capacity for the Company other than as Auditor, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

20. Section 185 of the Act shall not apply to the Company, but the office of a Director shall be vacated if—

- (A) he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- (B) he becomes prohibited from being a Director by reason of any order made under section 188 of the Act; or
- (C) he becomes of unsound mind; or
- (D) he resigns his office by notice in writing to the Company; or
- (E) the remaining Directors shall so resolve; or
- (F) the Company shall so resolve by an Extraordinary Resolution at any Extraordinary General Meeting or by an Ordinary Resolution pursuant to section 184 of the Act.

#### ROTATION OF DIRECTORS.

21. A Director shall not retire by rotation and regulations 93, 94, 95, 96 and 97 of Table A shall be modified accordingly.

#### PROCEEDINGS OF DIRECTORS.

22. A resolution in writing signed by all the Directors for the time being in the United Kingdom 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 Directors.

#### MANAGING DIRECTORS.

23. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms and at such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as they may think fit, and subject to the terms of any agreement entered into in any particular case, the Directors may at

any time revoke such appointment, which shall be automatically determined if the person or persons appointed shall cease from any cause to be a Director.

24. The Directors may from time to time entrust to and confer upon a Managing Director or Directors as a committee all or any of the powers exercisable by the Directors upon such terms and conditions and with such restrictions as they may think fit but not to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### ALTERNATE DIRECTORS.

25. Any Director may at any time appoint any person approved by the Board (such approval not to be unreasonably withheld) 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, nor be required to hold any qualification.

26. An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notice of all meetings of the Board, and to attend and vote as a Director at any meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.

27. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

28. All appointments and removals of alternate Directors shall be effected by instrument in writing under the hand of the Director making or revoking such appointment left at the Company's registered office, or delivered to a meeting of the Directors.

#### ASSOCIATE DIRECTORS.

29. (A) The Directors may from time to time appoint any Manager or other officer or person in the employment of the Company or any subsidiary company of the Company to be an Associate Director of the Company. Any Associate Director so appointed may be removed by resolution of the Directors at any time for any reason and without the giving of any notice in that behalf.

(B) Until otherwise determined by the Company in General Meeting the number of Associate Directors for the time being shall not exceed six.



(c) An Associate Director appointed under this Article shall not be required to hold any shares in the Company to qualify him for such office.

(d) An Associate Director shall not while he continues to hold office be taken into account in calculating the number to form a quorum at any meeting of the Directors.

(e) The appointment, continuance in office, removal, powers, duties and remuneration of the Associate Directors or any of them shall be determined by the Directors with full power to make such arrangements as the Directors may think fit.

(f) An Associate Director shall not except with and to the extent of the sanction of the Directors—

- (i) have any right of access to the books of the Company;
- (ii) be entitled to receive notice of or to attend or vote at the meetings of the Directors;
- (iii) be entitled to participate in any other respects in the exercise of the collective powers or duties of the Directors on the Board or to exercise any of the powers or rights of a Director individually under the Articles of Association of the Company including this Article, provided that no act shall be done by the Directors which would impose any personal liability on any or all of the Associate Directors either under the Act or otherwise except with their knowledge.

#### ACCOUNTS.

30. In regulation 126 of Part I of Table A, after the words "157 of the Act" shall be added the words "and sections 16 to 22 inclusive of the Companies Act 1967."

#### AUDIT.

31. In regulation 130 of Part I of Table A the words "162 of the Act" shall be deleted and the words "161 of the Act and sections 13 and 14 of the Companies Act 1967" shall be substituted therefor.

#### INDEMNITY.

32. In regulation 136 of Part I of Table A there shall be inserted after the words "any proceedings" the words "relating to his conduct as an officer of the Company."

No. of Company. 636692



# THE COMPANIES ACTS 1948 to 1967

## Notice and Statement\* of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

MINI-MEALS

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a <sup>†</sup> Special Resolution of the Company dated the 12th day of January 1972 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 100 beyond the registered capital of £1000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share.
100	Ordinary	£1.00

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

\*If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

The new shares to rank pari passu in all respects with the existing Ordinary Shares in the Capital of the Company

Signature.....

State whether Director  
or Secretary

Dated the 19th day of January 1972

Presented by

Presenter's Reference M56/E.457

TITMUSS, SAINER & WEBB,

2 SERJEANTS' INN

LONDON. EC4V 1LT.

Form No. 10/10A

**A****THE COMPANIES ACTS 1948 TO 1976****Notice of new accounting reference date given after the end of an accounting reference period**

Pursuant to section 3(2) of the Companies Act 1976

**3a**Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering

To the Registrar of Companies

For official use

54

Name of company

MINI MEALS.

Limited\*

\*delete if  
inappropriate**Note**Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(2) of the Companies Act 1976 that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Company number

Day Month

636692

3 1 1 2

†delete as  
appropriateThe previous accounting reference period of the company is to be treated as ~~shortened~~ [extended] † and [is to be treated as having come to an end] ~~[will come to an end]~~ † on

Day Month Year

3 1 1 2 1 9 8 2

‡delete as  
appropriateThe company is a [subsidiary] ~~[holding company]~~ ‡ of

UNITED BISCUITS (HOLDINGS) PLC

, company number 26184

the accounting reference date of which is 31 December

§delete as  
appropriate

Signed

D. R. J. Stewart

[Director] [Secretary] § Date 17. 1. 83

Presenter's name, address and  
reference: (if any)D. R. J. Stewart  
Group Secretary  
United Biscuits (UK) Limited  
Grant House  
P.O. Box 40  
Syon Lane  
Barnet

For official use

Data punch

General section

Postroom



Number of Company: 636692

164 43  
The Companies Act 1985

C O M P A N Y   L I M I T E D   B Y   S H A R E S

**SPECIAL RESOLUTION**

(Pursuant to s. 380(1) of the Companies Act 1985)

OF

**MINI MEALS LIMITED**

Passed 8th May 1986

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at Grant House, Syon Lane, Isleworth, Middlesex, TW7 5NN on the 8th day of May 1986 the subjoined SPECIAL RESOLUTION was duly passed, viz:-

**RESOLUTION**

That the Company having satisfied the provisions of Section 252, Companies Act 1985 relating to dormant companies, the Company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

*D.R.J. Stewart*

.....  
D R J STEWART - SECRETARY



Number of Company: 636692

The Companies Act 1985

C O M P A N Y                L I M I T E D   B Y   S H A R E S

**SPECIAL RESOLUTION**

(Pursuant to s. 380(1) of the Companies Act 1985)

OF

**MINI MEALS LIMITED**

Passed 9th June, 1989

At an ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at Grant House, Syon Lane, Isleworth, Middlesex, TW7 5NN on the 9th day of June 1989 the subjoined SPECIAL RESOLUTION was duly passed, viz:-

**RESOLUTION**

That the Company having satisfied the provisions of Section 252, Companies Act 1985 relating to dormant companies, the Company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

*D. R. J. Stewart*

.....  
D R J STEWART - SECRETARY



# G

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company number

Please complete legibly, preferably in black type, or bold block lettering

--	--	--	--

636692

Name of company

\* Mini Meals Limited

\* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	9
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**Note**  
Please read notes 1 to 5 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3	0	0	9	1	9	8	9
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

Signed

*V.R. Bolding*

Designation†

*SECRETARY*

Date

*11/10/89*

† Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

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**Jordans**  
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BRISTOL BS1 6JG  
TELEPHONE 0117 222 232/300  
FAX 0117 222 232/300  
EX 1161 BRISTOL  
TELEGRAMS JORD 007



5/87

Presenter's name address and reference (if any):

Herbert Smith  
Watling House  
35 Cannon Street  
London  
EC4M 5SD

Ref: 46/C104

For official Use

General Section

Post room

COMPANIES HOUSE  
18 OCT 1989

M

69

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

---

RESOLUTION  
OF  
MINI MEALS LIMITED

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Passed 28 September, 1990

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 11/12 Hanover Square, London W1A 1DP on 28 September, 1990 the following resolution was passed as an ELECTIVE RESOLUTION in accordance with section 379A of the Companies Act 1985 ("the Act"):

RESOLUTION

That the Company hereby elects:

1. pursuant to S.366A of the Act, to dispense with the holding of annual general meetings;
2. pursuant to S.252 of the Act, to dispense with the laying of accounts before the Company in general meeting; and
3. pursuant to S.386 of the Act, to dispense with the obligation to appoint auditors annually.

  
Chairman

