

## **NOTICE OF ILLEGIBLE PAGES**

**Companies House regrets that documents in this company's record have pages which are illegible.**

**The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.**

**Companies House would like to apologise for any inconvenience this may cause**



826501

Number of  
Company



# THE COMPANIES ACT, 1948



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

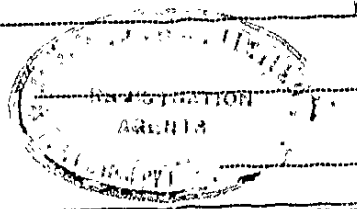
DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

DUNCAN & DAWSON  
LIMITED

Presented by



The Solicitors' Law Stationery Society, Limited  
291-292 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
25 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



I, DAVID FOSTER

of Barrington House, 59-67 Gresham Street, London, E.C.2.

(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 Solicitor of the

Supreme Court engaged in the formation

of

DUNCAN & DAWSON

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 Barrington House,

59-67 Gresham Street,

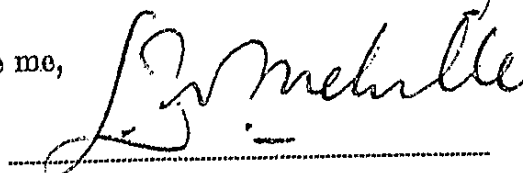
London, E.C.2.

the 26<sup>th</sup> day of October

one thousand nine hundred and sixty-

four.

Before me,



A Commissioner for Oaths [or Notary Public or  
Justice of the Peace.]

*David Foster*

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

Number of  
Company

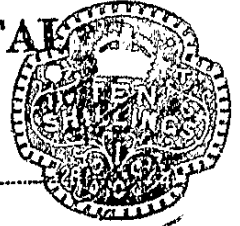
826501

2

- 9/10/14

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL  
OF



DUNCAN & DAWSON

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.

THE NOMINAL CAPITAL of the above named Company is £100

Signature Linklater & Paine

Description Solicitors engaged in the formation.

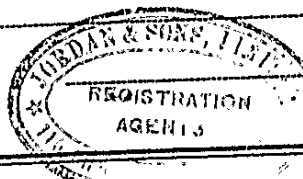
Dated the 19th day of October 1964.

NOTES.—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 and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

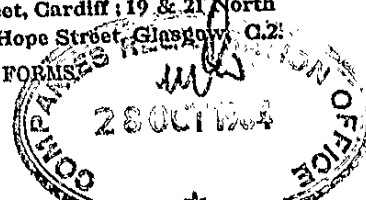
SEC. 49 (3) FINANCE ACT 1973
CREDITOR'S STATEMENT
DATE
9/7/14
REPRESENTATIVE
W O 5055/14

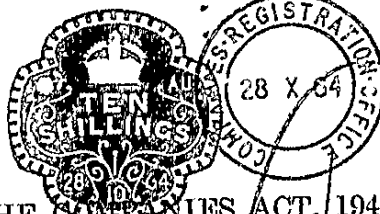


THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6

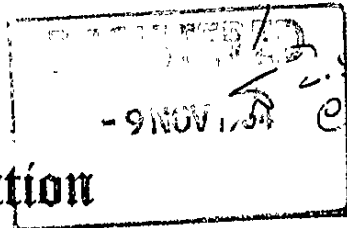




THE COMPANIES ACT, 1948.

826501

COMPANY LIMITED BY SHARES.



10<sup>0</sup> few

## Memorandum of Association

OF

## Duncan & Dawson Limited

1. The name of the Company is "DUNCAN & DAWSON 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 businesses of manufacturing confectioners, wholesale and retail confectioners, chocolate cocoa sweetmeat ice-cream and preserve manufacturers, boilers of sugar, bakers, restaurateurs, tea-room and cafe proprietors, refreshment and amusement caterers and contractors, dealers in mineral, aerated and other waters, ice manufacturers, merchants in and importers of wine, spirits, essences, cocoa, coffee-beans, nuts, dried or preserved fruits and foreign produce of all descriptions, with power to carry on manufacturing, selling, buying, refining, blending, preparing, growing, importing, exporting and dealing in all kinds of material merchandise and goods for carrying on all or any of the before-mentioned businesses, and also to engage in any other trade or business whether manufacturing or otherwise, which in the opinion of the Company can be conveniently carried on in connection with any of the Company's objects, or which is calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(B) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other



company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

(c) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.

(d) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(E) To borrow and raise money and to 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 and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

(F) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

(G) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(H) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(I) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(J) To sell, lease, grant licences, easements 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 or securities of any other company whether fully or partly paid up.

(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 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.

(M) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, 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, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(N) 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.

(o) To do all such other things as may be considered to be incidental or conducive to 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 £100 divided into 100 shares of £1 each.



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.
<i>Edith Moss</i> Barrington House, 59/67 Gresham Street, London, E.C.2, Secretary    ...    ...	One
<i>J. A. Wiles</i> Barrington House, 59/67 Gresham Street, London, E.C.2, Secretary    ...    ...	One
Total Shares taken    ...    ...	Two

Dated the 19th day of October 1964.

Witness to the above Signatures—

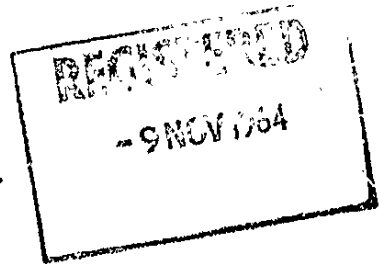
*J. E. Brooks*  
Barrington House,  
59/67 Gresham Street,  
London, E.C.2,  
Secretary.



COMPANIES ACT, 1948.

826501

COMPANY LIMITED BY SHARES.



10/11/64

## Articles of Association

OF

## Duncan & Dawson Limited

### PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (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 to the Company. References herein to regulations of Table A are to regulations in Part I of Table A unless otherwise stated.

### PRIVATE COMPANY.

2. The Company is a Private Company, and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

### CAPITAL.

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

### SHARES.

4. 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.

### TRANSFER OF SHARES.

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

6. Subject to the provisions of regulation 24 of Table A any share may at any time be transferred to a person who is already a

member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

#### PROCEEDINGS AT GENERAL MEETINGS.

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 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.

9. 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 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 persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

#### DIRECTORS.

10. Unless and until otherwise resolved in accordance with regulation 94 of Table A the Directors shall not be less than two nor more than eight in number. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Regulation 75 of Table A shall not apply.

11. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at any General Meeting.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of

remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply to the Company.

13. The proviso to regulation 79 of Table A, which proviso restricts the borrowing and charging powers exercisable by the Directors, shall not apply to the Company.

14. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company and (except as regards the office of Auditor) he may hold any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company, on such terms as to remuneration and otherwise as the Directors may determine. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

16. The office of a Director shall be vacated in any of the following events, namely :—

(A) If he shall become prohibited by law from acting as a Director.

(B) If (not being a Managing Director holding office as such for a fixed term) he shall resign by writing under his hand left at the Registered Office or if (being such a Director) he shall tender his resignation and the Directors shall resolve to accept the same.

(C) If he shall have a receiving order made against him or shall compound with his creditors generally.

(D) If he shall become of unsound mind.

(E) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated.

Regulation 88 of Table A shall not apply to the Company.

17. The Directors shall not be subject to retirement by resolution and accordingly regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by resolution shall be disregarded.

18. 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 any contract or deed in writing in the like form, each signed by one or more of the Directors. Regulation 136 of Table A shall not apply.

19. Regulations 107 to 110 of Table A and contained in include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

INTERPRETATION.

20. Subject to the provisions of and to the extent to which provided by the Act, every Director, Assistant Secretary or other officer of the Company shall be entitled to be reimbursed for the Company's expenses all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties as a Director. Regulation 136 of Table A shall not apply.

PROVISIONS RELATIVE TO

21. Whenever any person is appointed to any office or position of the Company, he shall be deemed to have accepted the office or position and to have agreed to be bound by the provisions of the Articles of Association of the Company and to be subject to the control and management of the Directors.

22. The Directors may from time to time alter the powers and authorities of the Company and may from time to time alter the powers and authorities of the Directors and may from time to time alter the powers and authorities of the Assistant Secretary and may from time to time alter the powers and authorities of the other officers of the Company.

23. The Directors may from time to time alter the powers and authorities of the Company and may from time to time alter the powers and authorities of the Directors and may from time to time alter the powers and authorities of the Assistant Secretary and may from time to time alter the powers and authorities of the other officers of the Company.

(c) Any or all powers of the Directors (other than their power to refuse to register transfers of shares to persons other than existing members) shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

*Edith Moss*

Barrington House,  
59/67 Gresham Street,  
London, E.C.2,  
Secretary.

*J. A. Willis*

Barrington House,  
59/67 Gresham Street,  
London, E.C.2,  
Secretary.

---

Dated the 19th day of October 1964.

Witness to the above Signatures—

*J. E. Brooks*

Barrington House,  
59/67 Gresham Street,  
London, E.C.2,  
Secretary.

DUPLICATE FOR THE FILE.

No. 826501



## Certificate of Incorporation

I Hereby Certify that

DUNCAN & DAWSON 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 NOVEMBER  
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

*L.S. Whitfield.*

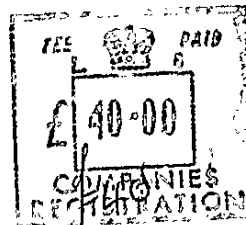
Assistant Registrar of Companies.

Certificate  
received by }

Date



No 826501



THE COMPANIES ACT, 1948 & 1967.

SPECIAL RESOLUTION  
OF  
DUNCAN & DAWSON LIMITED.

At an Extraordinary General Meeting of the  
Company held at Syon Lane, Osterley, Middlesex on  
Monday, 14th January, 1974, the following special  
resolution was duly passed:

That the name of the Company be changed to  
United Biscuits (Agriculture) Limited.

*D.R.J. Stewart*

D.R.J. Stewart,  
Chairman.





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 826501

24

I hereby certify that

**DUNCAN & DAWSON LIMITED**

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

**UNITED BISCUITS (AGRICULTURE) LIMITED**

Given under my hand at London the **25th January 1974**

*N Taylor*

**N. TAYLOR**

*Assistant Registrar of Companies*



G.172

## THE COMPANIES ACTS 1948 TO 1967

## SPECIAL RESOLUTIONS

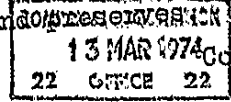
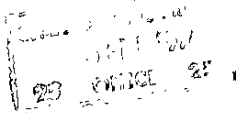
of

UNITED BISCUITS (AGRICULTURE) LIMITED

PASSED 1st FEBRUARY 1974

At an Extraordinary General Meeting of the Company held at Syon Lane, Osterley, Middlesex, on 1st February 1974, the following Special Resolutions were duly passed:-

1. That the Memorandum of Association of the Company be modified by deleting sub clause (A) of clause 3 and by substituting the following sub clause in lieu thereof namely:
  - (A) To carry on whether in Great Britain or elsewhere the business of:
    - (a) Potato merchants, farmers, agriculturists, planters, market garden cultivators, nurserymen, vegetable, fruit, plant and flower growers, harvesters and buyers and sellers and agents for the sale or supply of all kinds of grain, hay, straw, vegetables, farm and market garden produce, fruit, flowers and other produce of the soil.
    - (b) Dairymen, manufacturers and producers of and dealers in milk, cream, butter, eggs, cheese, and other farm and creamery produce, provision merchants, millers, bakers, Italian warehousemen, caterers and dealers in fruit and vegetables.
    - (c) Canners, bottlers, preservers and picklers and generally manufacturers, cleaners, preparers, packagers, marketers and distributors of any of the goods and foodstuffs pertaining to any of the businesses of the Company.
    - (d) Sausage and cooked meat manufacturers, beef and bacon curers and shokers and dead meat salesmen, game dealers, poulterers, egg merchants, buyers and sellers of cattle and sheep and other livestock and manufacturers of sauces, pickles and preserves.



Cont'd... IN

- (e) Buyers, sellers, hirers and dealers in refrigerators and refrigeration and cold storage plant and equipment of all kinds.
- (f) Any other business or businesses whether ejusdem generis with those before specified or not which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's properties, assets or rights.

2. That the Regulations contained in the printed documents submitted to this meeting and for the purpose of identification subscribed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing articles thereof.

*J. N. Nien*

CHAIRMAN

No. 826501

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
(As altered by Special Resolution dated 1st February 1974)  
OF  
UNITED BISCUITS (AGRICULTURE) LIMITED

Incorporated the 9th day of November 1964

Certified that this document comprises the  
Memorandum and Articles of Association as  
altered and added respectively by Special  
Resolutions dated 1st February 1974.

W. & J. BURNES, W.S.

I. N. Min. Director  
D. R. J. Stewart Secretary

CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 826501

I hereby certify that

DUNCAN & DAWSON LIMITED

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

UNITED BISCUITS (AGRICULTURE) LIMITED

Given under my hand at London the 25th January 1974

*N Taylor*

N. TAYLOR

Assistant Registrar of Companies

C.172

INDISTINCT ORIGINAL

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

(As altered by Special Resolution dated 1st February 1974)

OF

UNITED BISCUITS (AGRICULTURE) LIMITED

1. The name of the Company is "UNITED BISCUITS (AGRICULTURE) 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 whether in Great Britain or elsewhere the business of:-

- (a) Potato merchants, farmers, agriculturists, planters, market garden cultivators, nurserymen, vegetable, fruit, plant and flower growers, harvesters and buyers and sellers and agents for the sale or supply of all kinds of grain, hay, straw, vegetables, farm and market garden produce, fruit, flowers and other produce of the soil. ✓
- (b) Dairymen, manufacturers and producers of and dealers in milk, cream, butter, eggs, cheese, and other farm and creamery produce, provision merchants, millers, bakers, Italian ware-housemen, caterers and dealers in fruit and vegetables.
- (c) Canners, bottlers, preservers and picklers and generally manufacturers, cleaners, preparers, packagers, marketers and distributors of any of the goods and foodstuffs pertaining to any of the businesses of the Company.
- (d) Sausage and cooked meat manufacturers, beef and bacon curers and smokers and dead meat salesmen, game dealers, poulterers, egg merchants, buyers and sellers of cattle and sheep and other livestock and manufacturers of sauces, pickles and preserves.

\*) The Company name was changed from "Duncan & Dawson Limited" by Special Resolution passed on 14th January 1974.

(e) Buyers, sellers, hirers and dealers in refrigerators and refrigeration and cold storage plant and equipment of all kinds.

(f) Any other business or businesses whether ejusdem generis with those before specified or not which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's properties, assets or rights.

(B) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

(C) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.

(D) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(E) To borrow and raise money and to 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 and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought/



thought expedient of debentures, debenture stock or other securities of any description.

(F) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

(G) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(H) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(I) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(J) To sell, lease, grant licences, easements 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 or securities of any other company whether fully or partly paid up.

(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 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./

members.

(M) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, 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, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(N) 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.

(O) To do all such other things as may be considered to be incidental or conducive to 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 £100 divided into 100 shares of £1 each.

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.
EDITH MOSS, Barrington House, 59/67 Gresham Street, London, E.C.2, Secretary.                      ...                      ...	One
J.A. WILES, Barrington House, 59/67 Gresham Street, London, E.C.2, Secretary.                      ...                      ...	One
Total Shares taken                      ...                      ...	Two

Dated the 19th day of October 1964.

Witness to the above Signatures -

J.E. BROOKS,  
Barrington House,  
59/67 Gresham Street,  
London, E.C.2,  
Secretary.

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution dated 1st February 1974)

of

UNITED BISCUITS (AGRICULTURE) LIMITED.

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall constitute the regulations of the Company.

2. Regulations 24, 75, 77, 78, 84, 87 and 89 to 97 of Table A shall not apply to the Company.

3. The Company is a Private Company and accordingly:

(A) The Directors may, without assigning any reason, decline to register any transfer of shares.

(B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.

(C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

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

5. The instrument of transfer of a fully paid share need not be executed by/

by or on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

6. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in regulation 53 of Table A, and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 of Table A.

7. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly 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.

8. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall be not less than two.

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

10. The proviso to regulation 79 of Table A shall not apply to the Company.

11. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and 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 or service 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 or which was a predecessor in the business of the Company or of any such other company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds 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 make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or/

or for any public, general or useful object, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid: Provided that the Directors shall not be entitled without the previous sanctions of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

12. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to remuneration and otherwise as the Directors shall arrange.

13. A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

14. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract, matter or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract, matter or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract, matter or arrangement is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed/

posed contract, matter or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract, matter or arrangement after it is made or arises at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract, matter or arrangement with such firm or company.

15. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested.

16. Any resolution in writing of the Directors may consist of several documents in the like form each signed by one or more of the Directors and Regulation 106 of Table A shall be modified accordingly.

17.(a) Any Director may, by writing under his hand, appoint any other Director or appoint any other person (whether a member of the company or not) to be his alternate; and every such alternate shall (subject to his giving to the company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meeting of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and (subject to such approval as aforesaid) appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if sent to or left at the registered office of the company shall be/

be sufficient evidence of such revocation. Every such alternate shall be an officer of the company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any such alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between such alternate and the Director appointing him.

17.(b) The words "A Director who is also an alternate Director shall be entitled to a separate vote on behalf of each Director he is representing in addition to his own vote" shall be added at the end of Regulation 98 of Table A."

#### OVER-RIDING PROVISIONS.

18. Whenever United Biscuits Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent, of the Ordinary Shares of the Company for the time being issued the following provisions shall apply and in the event of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

(A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director holding office as such for a fixed term his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his office.

(B) No unissued shares shall be issued without the consent of the Parent Company.

(C) Any or all powers of the Directors (other than their power to refuse to register transfers of shares to persons other than existing members) shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some/



some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

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NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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EDITH MOSS,  
Barrington House,  
59/67 Gresham Street,  
London, E.C.2,  
Secretary.

J.A. WILES,  
Barrington House,  
59/67 Gresham Street,  
London, E.C.2,  
Secretary.

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Dated the 19th day of October 1964.

Witness to the above Signatures -

J.E. BROOKS,  
Barrington House,  
59/67 Gresham Street,  
London, E.C.2,  
Secretary.

Number of Company: 826501 /54

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

**UNITED BISCUITS (AGRICULTURE) 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



Company Number : 826501

The Companies Act 1985

.....

COMPANY LIMITED BY SHARES

.....

ELECTIVE RESOLUTIONS  
(Pursuant to S.252, S.386A and 366A of the Companies Act 1985)

OF

UNITED BISCUITS (AGRICULTURE) LIMITED

Passed November 17 1992

At the Annual General Meeting of the Company, duly convened, and held at United Biscuits Group Headquarters, Church Road, West Drayton, Middlesex on November 17 1992 the resolutions set out below were duly passed as elective resolutions :

#### RESOLUTIONS

That, pursuant to section 252 Companies Act 1985, the company dispense with the obligation to lay accounts before the members of the company at a general meeting unless otherwise requested to do so by a member or future auditors of the company.

That, pursuant to section 366A of the Companies Act 1985, the company dispense with the obligation to hold an annual general meeting unless otherwise required by a member.



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D.R.J. STEWART  
Secretary

