

Number of
Company

983152/1

REGISTERED

2 OCT 1969

Form No. 41

THE COMPANIES ACT, 1948

COMPANIES
REGISTRATION

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.

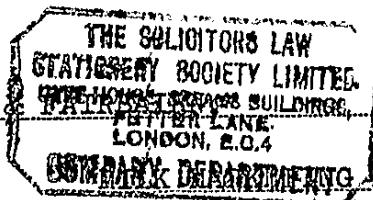
ENGLISH BUTTER

MARKETING COMPANY

LIMITED

Prepared by

ELLIS &



COMPANY SECRETARY BOARD OFFICES.

THAMES DITTON, SURREY.

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, C.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

REGISTERED
1969 OCT 2

I, HENRY REYNARDSON HEWLETT

of Annecy, Chestnut Avenue, Claremont Park, Esher
in the County of Surrey.

(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 ENGLISH BUTTER

MARKETING COMPANY

Limited,

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

Declared at Blayze

Surrey

the 24th day of September
one thousand nine hundred and sixty-nine

A. J. MEVE

Before me,

A. J. MEVE

A. J. MEVE
A COMMISSIONER FOR OATHS

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

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

Number of }
Company }

963152 / 2

REF

2 OCT 1969

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF

ENGLISH BUTTER

MARKETING COMPANY

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 £ 100-0-0.

Ellis & Fairbairn
Signature ELLIS & FAIRBAIRN

Description SOLICITORS OF MILK MARKETING BOARD OFFICES,
THAMES DITTON, SURREY.

Dated the 2nd day of September 1969

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

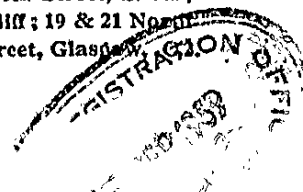
This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED.
OYEX HOUSE, BREAMS BUILDINGS,
FETTER LANE,
ELLIS & FAIRBAIRN,
COMPANY DEPARTMENT
MILK MARKETING BOARD OFFICES,
THAMES DITTON, SURREY.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED
1-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
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.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



COMPANY LIMITED BY SHARES

963152 / 3

Memorandum of Association

- of -

ENGLISH BUTTER MARKETING COMPANY LIMITED



REGISTERED

2 OCT 1969

1. The name of the Company is ENGLISH BUTTER MARKETING COMPANY LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To become the registered proprietor of a Trade Mark suitable for use on brick packs of English butter and to secure the registration of other persons as registered users of the said Trade Mark upon conditions to be prescribed by the Company.
 - (2) To promote the sale of butter cheese and other dairy products derived from milk produced in England and Wales.
 - (3) To carry on the business of dairymen cheese and butter manufacturers and merchants.
 - (4) To apply for purchase or otherwise acquire any patents, patent rights, copyrights, trade marks, formulas, licences, concessions and the like and to renew, use, exercise, develop or grant licences in respect thereof, or otherwise to turn them to account.
 - (5) To adopt such means of making known the products referred to in sub-clause (2) above as may seem expedient and in particular by advertising in any media or by the purchase, exhibition, or reproduction of works of art, or by the publication of books and pictures, or by granting concessions, prizes, rewards and goods free or at reduced prices or in such manner whether similar to the above or not as the Company may deem desirable.
 - (6) To acquire and deal with the business, property and liabilities of any company, firm or person carrying on any business within the objects of this Company.

- (7) To appoint attorneys or agents to perform any act or execute any deed or document on behalf of the Company or generally to represent the Company on its business.
- (8) To enter into arrangements for joint working in business, or for sharing of profits, or for amalgamation with any other Company, firm or person carrying on business within the objects of the Company.
- (9) To purchase, take on lease, in fee farm, in exchange or on hire or otherwise acquire any real or leasehold property or any personal property, rights or privileges which the Company may think suitable or convenient for any purpose of the Company calculated to benefit the Company.
- (10) To construct, maintain, alter, enlarge, pull down and remove or replace any buildings, houses, offices, mills, factories or other works on lands of the Company and to develop, turn to account, cultivate farm or otherwise deal with lands of the Company.
- (11) To sell, let on lease, or in fee farm with or without a fine, mortgage, or otherwise deal with any real or leasehold property of the Company.
- (12) To invest and deal with the moneys of the Company not immediately required upon such securities or in such manner as may from time to time be determined
- (13) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
- (14) To borrow, or raise, or secure the payment of money and to secure the performance by the Company of any obligation or liability it may undertake in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock, perpetual or otherwise, charged upon the whole or any part of the Company's property or assets (both present and future) including its uncalled capital.
- (15) To draw make accept endorse discount execute issue and deal in promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (16) To distribute among the members of the Company in kind any property of the Company and in particular any shares, debentures, debenture stock or securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (17) To provide for the welfare of persons employed or formerly employed by the Company and the families of

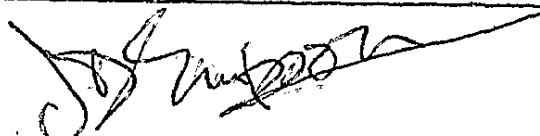
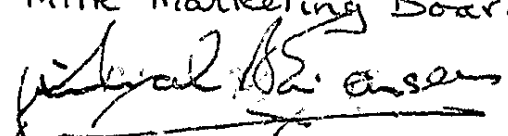
such persons

(18) To do all such things as are incidental or conducive to the attainment of the above objects or any of them ✓

4. The liability of the Members is limited ✓

5. The share capital of the Company is One hundred pounds (£100.0. 0) divided into one hundred (100) shares of One pound (£1.0.0) each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
 (JOHN DESMOND EMPSON) YELVERTON WOODHAM WAYE WOKING SURREY Director of Marketing Milk Marketing Board	ONE
 (MICHAEL BERNARD EVANSON) 9 ST. MARYS CROSS BATHWICK HILL BATH MARKETING DIRECTOR UNILATE FOODS LTD	ONE

DATED this *20th* day of *September* 1969

WITNESS to the above Signatures of

J. D. EMPSON

Witness signature *M. Hayllar*
 Address *33 Bourne Crescent*
Basingstoke, Surrey

Occupation *Private Secretary*

WITNESS to the above Signature
 of M. B. EVANSON

Witness signature *D. E. Gunning, (MRS. D. E. GUNNING)*
 Address *22, St. Marys Gardens,*
Hilperton,
Trarbridge, Wilts.

4.

Personal Secretary.

COMPANY LIMITED BY SHARES



Articles of Association

- of -

ENGLISH BUTTER MARKETING COMPANY LIMITED ✓

REGISTERED

2 OCT 1969

TABLE A. PART I

1. Subject as hereinafter provided the regulations contained or incorporated in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly :-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (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 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
- (d) The Company shall not have power to issue share warrants to bearer
- (e) Article 23 of Table A shall not apply

ISSUE OF UNISSUED OR NEW SHARES

3. Unless the Company shall by special resolution otherwise direct, at any time when shares in the Company are allotted (whether in the original or any increased share capital) exactly half of such Shares shall be allotted to the Milk Marketing Board on payment of any sum due on such allotment.

TRANSFER OF SHARES

4. The following Article shall apply instead of Article 24 of Table A :-

"The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share and (notwithstanding any other provisions of these Articles) shall decline to register any transfer of a share to a person who is not already registered as a shareholder in the Company, unless they are satisfied that the holders of not less than Seventy five per cent of the issued share capital of the Company consent to such registration and provided that the holding of the Milk Marketing Board shall not exceed Fifty per cent of the issued share capital of the Company except as a result of Article 5 (d)"

5. The following provisions shall be added after Article 28 of Table A:-

"(a) Except as hereinafter provided, no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Every Member or other person who has become entitled to a share in consequence of the death bankruptcy or liquidation of a Member who intends to transfer shares (hereinafter called "the Vendor") shall give notice in writing to the Directors of his intention. That notice shall constitute the Directors his agent for the sale of the said shares in one or more lots at the discretion of the Directors to Members of the Company at a price to be agreed upon by the Vendor and the Directors or in case of difference at the price which the Auditor of the Company for the time being shall certify by writing under his hand to be in his opinion the fair selling value thereof as between a willing Vendor and a willing Purchaser. Provided that if such notice is given within five years from the incorporation of the Company the price of the said shares shall not be less than the nominal value of the shares.

(c) Upon the price being fixed as aforesaid the Directors shall forthwith give notice to all the 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 any and if so what maximum number of the said shares.

(d) At the expiration of the said twenty-one days the Directors shall allocate the said shares to or amongst

the Member or Members other than the Milk Marketing Board who shall have expressed his or their willingness to purchase as aforesaid and (if more than one) equally between them provided that no Member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. However, if the Milk Marketing Board is the only Member willing to purchase the shares they may be allocated to it. Upon such allocation being made the Vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers.

(e) Clauses (a) (b) (c) and (d) of this Article shall not apply to a transfer the purpose of which is to effect a reconstruction or amalgamation of a Member of the Company which is a corporation or to a transfer by any such Member to a subsidiary Company of the Member to the holding Company of the Member or to a subsidiary Company of the same holding Company as the Member provided that it is proved to the satisfaction of the Directors that the transfer bona fide falls within one of these exceptions"

GENERAL MEETINGS

6. The following shall apply in place of Article 53 of Table A:-

"No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two Members present in person or by proxy shall be a quorum".

7. Article 60, the third sentence of Article 98 and the last eighteen words of Article 104 of Table A shall not apply. At a general meeting or at a meeting of the Directors or of a Committee of the Directors if there is an equality of votes the resolution shall be considered lost

VALIDATION OF RESOLUTIONS SIGNED BY ALL MEMBERS

8. The following provision shall be added after Article 61 of Table A :-

"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"

DIRECTORS

9. Articles 75 and 77 of Table A shall not apply.

10. Article 79 of Table A shall apply subject to the deletion of the following words from the second paragraph :-

"the nominal amount of the share capital of the Company for the time being issued"

and the substitution therefor of

"the sum of Ten thousand pounds (£10,000)"

11. (a) There shall be an even number of Directors of whom half shall be nominated by the Milk Marketing Board so long as it is a Member of the Company

(b) Each Member of the Company other than the Milk Marketing Board may nominate one Director

(c) Any nominated Director may be removed from office at any time by the Member who nominated him and upon the death removal or retirement of a nominated Director the Member who nominated him may nominate another person in his place. If a Member who has nominated a Director ceases to be a Member any Director nominated by him shall immediately retire from office as a Director.

12. There shall be no shareholding qualification for Directors

13. Article ⁵89 to 97 inclusive of Table A shall not apply

14. A Director may by writing signed by him and delivered to the Company at the Registered Office appoint another person to be his substitute and any such substitute shall, in the absence of the Director by whom he was appointed, be entitled to attend and vote at Meetings of the Directors or any Committee of Directors and shall have, and be entitled to exercise, all the powers rights duties and authorities of such Director but not including the right to occupy the chair. If the substitute is himself a Director he shall be entitled to vote in his own right in addition to voting on behalf of the Director whose substitute he is. The Director by whom a substitute may have been appointed as aforesaid may at any time by writing signed by him and so delivered to the Company revoke the appointment of such substitute and appoint another person in his place and if such Director shall cease to hold the office of Director the appointment of his said substitute shall thereupon cease and determine.

15. The following Article shall apply in place of Article 102 of Table A :-

"The Directors may delegate any of their powers to committees. The Milk Marketing Board shall be entitled to nominate half the Members and Unigate Creameries Limited shall be entitled to nominate one Member of any such committee so long as they are respectively Members of the

Company. The remaining Members of any such committee shall consist of such Directors as the Directors, other than those nominated by the Milk Marketing Board and Unigate Creameries Limited, shall think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors"

16. 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.

16

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. D. Empson
 (JOHN DESMOND EMPSON)
 YELVERTON
 WOODHAM WAYE
 WOKING SURREY
 Director of Marketing
 Milk Marketing Board

Michael Bernard Evanson
 (MICHAEL BERNARD EVANSON)
 9 ST. MARYS CLOSE
 BATHWICK HILL
 BATH
 MARKETING DIRECTOR
 UNICATE FOODS LTD

DATED this *20th* day of *September* 1969

WITNESS to the above Signature of

J. D. EMPSON

Name *M. Hayman*
 Address *33 Mount Crescent, Chessington, Surrey.*

Occupation *Private Secretary*

WITNESS to the above Signature
 of M.B. EVANSON

D.E. Gunning, (MRS. D.E. GUNNING)
22, St. Marys Gardens,
Hilperton,
Stroudbridge, Wills.



CERTIFICATE OF INCORPORATION

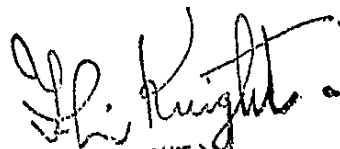
No. 963152

I hereby certify that

ENGLISH BUTTER MARKETING COMPANY LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 2ND OCTOBER, 1969.


(F. L. KNIGHT)

Assistant Registrar of Companies



Companies Registration Office

Companies House ~~55-71 City Road London EC1Y 1BB~~

Telephone ~~01-253-8883~~ ext ~~258~~

~~388588~~

~~2052~~

ENGLISH BUTTER MARKETING COMPANY LIMITED MILK MARKETING BOARD OFFICES, GIGGS HILL GREEN, THAMES DITTON, SURREY		Please reply to The Registrar Your reference Gaz List 6067 DEF 6 963152 Date 5 NOV 1979
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The Companies Act 1948

ENGLISH BUTTER MARKETING COMPANY LIMITED

In pursuance of section 353(3) of the Companies Act 1948 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

Dated this day of **5 NOV 1979**


for Registrar

DEF 6

V1723

This margin to be reserved for binding

963152-ENGLISH BUTTER MARKETING CO.
LIMITED

DISSOLUTION ACTION IS IN ABEYANCE

IMPORTANT

This notice is not an indication that the company will not be dissolved. It intimates that an objection to striking off has been received by the Registrar.

If the company is dissolved the Registrar will publish notice thereof in the London Gazette. At the same time a blue form C25A will be placed on this file stating that the company has been dissolved.

K. R. DAVIES

- 7 DEC 1976.

C25

(No registration
fee payable)

No. of Company.....963152.....

17

Notice of consolidation, division, sub-division
or conversion into stock of shares

Pursuant to Section 62 of the Companies Act 1948

Notice of consolidation, division, sub-division, or conversion into stock of shares, specifying the shares so consolidated, dividend, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under Section 66 of the Companies Act, 1948).

To the Registrar of Companies

Name of Company.....English Butter Marketing Company.....Limited*

hereby gives you notice, in accordance with Section 62 of the Companies Act 1948 that:

On the 11th day of September 1974 the ordinary £1 shares of the company were sub-divided into 100 units of 1p, so that instead of the share capital being 100 shares of £1 it became 10,000 shares of 1p.

Signed.....

State whether

Director or Secretary.....Director & Secretary.....

Date.....7 March 1978.....

*Delete "Limited" if not applicable

Presented by: G H Wright
English Butter Marketing Company Ltd
Thames Ditton, Surrey

Presentor's reference: GHW/CAI



CdF 4643/1/352 Sm 2/77 1P

STRIKING OFF ACTION DISCONTINUED

963152 ENGLISH BUTTER MARKETING
COMPANY LIMITED

Cause has been shown why the above company should
not be struck off the register and accordingly the
Registrar is taking no further action under Section 353
of the Companies Act 1948 pursuant to the Notice dated

5TH NOVEMBER 1976.

Dated 19TH SEPTEMBER 1979

J. E. Horton

for the Registrar

No. of Company.....963192.....

(a) Insert name
of Company

(a).....English Butter Marketing Company Limited.....

SPECIAL RESOLUTION

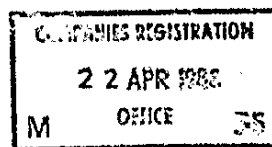
pursuant to Section 378 (2) of the Companies Act 1985

passed on the 23 March 1988.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company
held at Dairy Trade Federation,
19 Cornwall Terrace, London NW1 on Wednesday the 23rd
day of March 1988, the following resolution(s) was/were (b) duly
passed as a (b) SPECIAL RESOLUTION(S) (b) :-

(b) Delete as
necessary

That the Articles of Association of the Company be altered by the
adoption of new Articles of Association in the form annexed hereto
in place of the existing Articles of Association.



Signed (c)

(c) This notice must
be signed by the
Chairman, a Director
or the Secretary of
the Company

N.B. This notice must be forwarded to the Registrar of Companies within 15 days after
the passing of the resolution(s) (see overleaf).

Companies 501

○ Stat Plus Limited, Stat Plus House, Greenlan Park, Prince George's Road, London SW19 2PU Tel 01-646 5500
A Subsidiary of Stat Plus Group PLC

JHE

Registered No. 962152

13th April 1988
(as per EGM)

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

NEW
ARTICLES OF ASSOCIATION

- of -

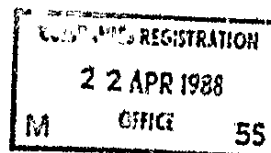
ENGLISH BUTTER MARKETING COMPANY LIMITED

(Adopted by Special Resolution passed on the 23rd day of March 1988)

1. (a) The regulations contained in Table A as prescribed at the date of the adoption of these Articles pursuant to Clause 8 of the Companies Act 1985 (hereinafter referred to as "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.
- (b) Regulations 24, 40, 46 to 48, 50, 53, 72 to 80, 85, 86, 88, 89, 91 and 94 to 98 of Table A shall not apply to the Company.
- (c) Regulation 1 of Table A shall apply to the construction of these Articles.
- (d) In these Articles "Affiliated Company" means in relation to a Member any company which is for the time being a subsidiary within the meaning of section 736 of the Act of that Member or any company of which that Member is for the time being such a subsidiary or any company which is for the time being a subsidiary of the same holding company as that Member.

0687E

(1)



- (e) In these Articles "Dairy Crest" means the company known as Dairy Crest Limited registered number 2085882 which is a member of the Company at the date of the adoption of these Articles.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed
- (b) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited
- (c) The Company shall not have power to issue share warrants to bearer

ISSUE OF UNISSUED OR NEW SHARES

3. Unless the Company shall by special resolution otherwise direct, at any time when shares in the Company are allotted (whether in the original or any increased share capital) exactly 50 per centum of such shares shall be allotted to Dairy Crest on payment of any sum due on such allotment.

TRANSFER OF SHARES

4. The Directors shall register any transfer lodged with the Company as a result of a transfer notice under Article 5(b) or which falls within the provisions of Article 5(h) or 5(i) but otherwise may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share and (notwithstanding any other provisions of these Articles) shall (unless the transfer is within the provisions of Article 5(h)) decline to register any transfer of a share to a person who is not already registered as a shareholder in the Company, unless they are satisfied that the holders of not less than seventy-five per cent of the issued share capital of the Company consent to such registration (which consent shall be deemed to have been given by any Member of the Company who has declined to exercise the right of pre-emption conferred on Members by Article 5) and provided that the holding of Dairy Crest shall not exceed 50 per cent of the issued share capital of the Company except as a result of Article 5(g).

5. The following provisions shall be added after Article 28 of Table A:~

(a) Except as hereinafter provided, no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Every Member, or other person who has become entitled to a share in consequence of the death bankruptcy or liquidation of a Member, who intends to transfer shares (hereinafter called "the Proposing Transferor") shall give notice in writing (hereinafter called "a Transfer Notice") to the Company that he desires to transfer the same. Such notice shall specify the sum which he fixes as the fair value and shall constitute the Company his Agent for the sale of the shares to any Member other than Dairy Crest willing to purchase the same (hereinafter called "a Purchasing Member") at the price fixed or at the option of the Purchasing Member at the fair value to be fixed in accordance with sub-clause (e) hereof.

(c) The shares specified in any transfer notice shall be offered by the Company to the Members entitled to receive the offer (excluding Dairy Crest) as nearly as may be in proportion to the existing shares held by them respectively. If after the time limit (as prescribed by this clause) for acceptance of the offer has expired there are still shares comprised in a Transfer Notice which have not been accepted by the remaining Members of the Company entitled to receive the offer ("the Unallocated Transfer Shares") then the Unallocated Transfer Shares shall be offered to those Members of the Company who have already accepted shares as a result of the provisions of this sub-clause as nearly as may be in proportion to the existing shares held by them respectively; any Unallocated Transfer Shares remaining unaccepted shall be offered to those Members of the Company who have already accepted Unallocated Transfer Shares as nearly as may be in proportion to the existing shares held by them respectively; and the process of re-offering shares which have not been accepted shall be repeated as often as may be necessary until either all shares have been accepted or there are no further Members of the Company willing to

accept the offer or offers. If any shares shall not be capable, without fractions, of being offered or allocated to Members in proportion to their existing holdings, the same shall be offered or allocated to the Members (excluding Dairy Crest), or some of them, in such proportions or in such manner as may be determined by lots to be drawn under the direction of the Directors. The time limit for acceptance of any offer pursuant to this clause shall be the expiration of 21 days following the communication of that offer to the offeree. Any offer (to the extent that it has not been accepted in whole or in part before the expiration of such time limit) shall be deemed to have been declined.

- (d) If the Company shall within the space of sixty days after being served with a Transfer Notice find a Purchasing Member or Purchasing Members and shall give notice thereof to the Proposing Transferor, he shall be bound upon payment to him of the fair value so fixed in accordance with sub-clauses (b) and (e) hereof to transfer the shares to the said Purchasing Member or Members and (if more than one) in the proportions specified by the Company in accordance with and subject to the provisions of Sub-clause (c) hereof.
- (e) In case any difference arises between the Proposing Transferor and a Purchasing Member or Purchasing Members as to the fair value of a share the Auditor shall on application of that or those Purchasing Member or Members certify in writing the sum which in his opinion is the fair value of that share and the sum so certified shall be the fair value of that share and of every other share to which the Transfer Notice relates and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator and accordingly the Arbitration Act 1954 or any Act amending the same shall not apply.
- (f) If in any case the Proposing Transferor, after having become bound as aforesaid, makes default in transferring any share, the Company may receive the purchase money, and the Proposing Transferor shall be deemed to have appointed any one Director or the Secretary of the Company as his Agent to execute a transfer or transfers thereof to a Purchasing Member or Purchasing Members and upon execution of

such transfer or transfers, the Company shall hold the purchase money in trust for the Proposing Transferor. The receipt of the Company for the purchase money shall be a good discharge for the Purchasing Member, and after his name has been entered in the register in exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

- (g) If within the space of sixty days after being served with a Transfer Notice ("the Notice Period") the Company shall not find a Member willing to purchase a share or shares to which a Transfer Notice relates and give notice thereof to the Proposing Transferor, the Proposing Transferor shall at any time within twenty-eight days after the expiration of the Notice Period be at liberty to sell and transfer the same to Dairy Crest but if Dairy Crest shall not have accepted a transfer of such share or shares within twenty-eight days (an offer being made to sell and transfer the same to Dairy Crest then the Proposing Transferor (subject to the provisions of Article 4) shall at any time within sixty days after the expiration of the Notice Period be at liberty to sell and transfer such share to any person and at any price not lower than the higher of the price named in the Transfer Notice and the fair value fixed by the auditor.
- (h) Subject to the provisions of Clause (i) of this Article, Clauses (a) to (g) inclusive of this Article shall not apply to a transfer by a Member of all (but not some) of its shares to an Affiliated Company.
- (i) In the event of Dairy Crest becoming an Affiliated Company of another Member of the Company then the shares of that Member shall be offered to the other Members of the Company in accordance with the provisions of Clauses (a) to (g) of Article 5 and such shares shall for the purpose of giving effect to the provisions of this Clause be deemed to be the subject of a Transfer Notice given by that Member on the date upon which the Secretary of the Company first becomes aware of that event and such Member shall accordingly be deemed to be the Proposing Transferor of such shares. The price

at which such shares shall be transferred shall be their fair value as certified by the Auditor in accordance with clause (e) of this Article.

GENERAL MEETINGS

6. The following business shall be considered appropriate for determination only at a General Meeting of the Company namely; the fixing of the amount of the provisional and final members' levy, declaration of a dividend, the consideration and, if thought fit, the adoption of the accounts and balance sheets and the reports of the Directors and Auditors, the appointment of the Chairman and Vice-Chairman and the Auditors and (in the event of Dairy Crest holding less than 50 per centum in nominal value of the shares of the Company in issue) the determination of the number of Directors (if any) which Dairy Crest may appoint.

7. No business shall be transacted at any meeting unless a quorum is present. Any three Members of the Company present in person or by proxy or (in the case of a corporate Member) represented by a duly authorised representative shall constitute a quorum for general meetings of the Company and the following sentence shall be added at the end of Article 41:-

"If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting two Members present in person or by proxy or (in the case of a corporate Member) represented by a duly authorised representative shall be a quorum."

8. A resolution put to the vote of a meeting shall be decided in each case on a poll and a resolution shall not be carried unless votes are cast in favour of the resolution by or on behalf of members representing not less than 65 per centum in nominal value of the shares in issue.

9. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present in person or by proxy or (in the case of a corporate Member) represented by a duly authorised representative shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

CHAIRMAN & VICE-CHAIRMAN

10. The Chairman (or in his absence the Vice-Chairman) shall preside at all meetings of the Company and of the Board of Directors, but neither shall in the case of an equality of votes be entitled to a second or a casting vote. In the first calendar year after the adoption of these Articles the Chairman of the Company and of the Board of Directors shall be a Director of the Company nominated by members of the Company other than Dairy Crest and the Vice-Chairman shall be a Director of the Company nominated by Dairy Crest. In the second calendar year after the adoption of these Articles the Chairman of the Company and of the Board of Directors shall be a Director of the Company nominated by Dairy Crest and the Vice-Chairman shall be a Director of the Company nominated by Members of the Company other than Dairy Crest. Thereafter the right to nominate the Chairman and the Vice-Chairman shall alternate between Dairy Crest and the other Members of the Company. Articles 42 and 43 of Table A shall be modified accordingly.

DIRECTORS

11. (a) There shall be an even number of Directors of whom half may be appointed by Dairy Crest so long as it is a Member of the Company holding not less than 50 per centum in nominal value of the shares in issue. In the event that Dairy Crest shall hold less than 50 per centum in nominal value of the shares in issue the number of Directors (if any) which Dairy Crest may appoint shall be determined by the Members of the Company in general meeting.
- (b) Each Member of the Company other than Dairy Crest may appoint one Director.

(c) Any Director may be removed from office at any time by the Member who appointed him and upon the death removal resignation or retirement of a Director the Member who appointed him may appoint another person in his place. If a Member who has appointed a Director ceases to be a Member any Director appointed by him shall immediately resign or retire from office as a Director.

(d) All appointments and removals of Directors must be in writing and shall only be effective when lodged at the registered office of the Company.

12. There shall be no shareholding qualification for Directors

13. The Directors may delegate any of their powers to committees. Dairy Crest or any Affiliated Company of Dairy Crest shall be entitled to nominate one Member and Unigate PLC or any Affiliated Company of Unigate PLC shall be entitled to nominate one Member of any such committee so long as they are respectively Members of the Company. The remaining Members of any such committee shall consist of such Directors as the Directors, other than those nominated by Dairy Crest and Unigate PLC (or any Affiliated Company of either) shall think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

14. Subject to the provision of Section 317 of the Act and the making of an appropriate declaration 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.

PROCEEDINGS OF DIRECTORS

15. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director, shall call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
16. For the purposes of calculating a quorum for meetings of the Board of Directors, determining the validity of the appointment of alternate Directors and counting the votes of Directors, Directors appointed by or representing Dairy Crest shall be called "A" Directors and Directors appointed by or representing other members shall be called "B" Directors.
17. A Director may by writing signed by him and delivered to the Company at the Registered Office appoint another person to be his alternate and any such alternate shall in the absence of the Director by whom he was appointed, be entitled to attend and vote at Meetings of the Directors or any Committee of Directors and shall have, and be entitled to exercise, all the powers rights duties and authorities of such Director. If the alternate is himself a Director he shall be entitled to vote in his own right in addition to voting on behalf of the Director whose alternate he is. An "A" Director may not appoint a "B" Director as an alternate and a "B" Director may not appoint an "A" Director as an alternate. The Director by whom an alternate may have been appointed as aforesaid may at any time by writing signed by him and so delivered to the Company revoke the appointment of such alternate and appoint another person in his place and if such Director shall cease to hold the office of Director the appointment of his said alternate shall thereupon cease and determine.
18. The quorum necessary for the transaction of the business of the Directors shall be one "A" Director present in person or an alternate director present in person appointed in place of an "A" Director and two "B" Directors present in person or alternate Directors present in person appointed in place of any "B" Director provided that if a quorum of Directors shall not be present within fifteen minutes of the time appointed for any meeting then such meeting shall stand adjourned and further notice shall

thereupon be given to all Directors and members of the Company nominating a further time and place at which such adjourned meeting of Directors shall take place which shall be not earlier than seven days' after the time of the original Directors' meeting and the quorum of Directors necessary for the transaction of the business of the Directors at such adjourned meeting shall be one "A" Director and one "B" Director or their alternates. The Chairman of the Board of Directors or, in his absence, the Vice-Chairman shall preside at every meeting or adjourned meeting of the Directors. If neither the Chairman nor the Vice-Chairman is present within five minutes after the time appointed for the meeting, the Directors present or their alternates may appoint one of their number to be chairman of the meeting. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. A meeting of the Directors at which a quorum is not present shall be competent to call a meeting of the Members of the Company and to continue the ordinary administration of the business of the Company in accordance with previous decisions of the Board and the Company in general meeting.

19. Questions arising at any meeting shall be determined by a majority of votes of the Directors present, provided that:-

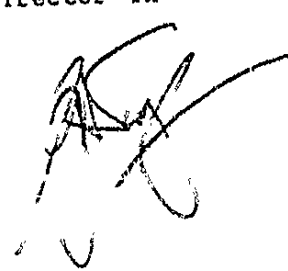
(a) if at any meeting of the Directors there are less "A" Directors or their alternates present than the total number of "A" Directors that Dairy Crest is entitled to appoint pursuant to Article 11(a) hereof the votes of the "A" Director or "A" Directors present in person or represented by an alternate director shall be pro tanto increased so that such "A" Director or "A" Directors or their alternates shall be entitled to cast the same aggregate number of votes as could be cast by the "A" Directors if Dairy Crest had appointed all directors it was entitled to pursuant to Article 11(a) hereof and they were all present.

(b) if at any meeting of the directors any "B" Director is not present in person and is not represented by an alternate director the vote of any such director shall be allocated to or divided amongst such

other "B" Director or "B" Directors or their alternates as are present as shall have been agreed between those "B" Directors or their alternates who are present and, failing any such agreement or arrangement, the votes of the "B" Director or "B" Directors not present in person or not represented by an alternate director or not disposed of by such agreement or arrangement shall be divided amongst all the "B" Directors or their alternates present at the meeting equally and so that the "B" Directors or their alternates shall in each case be permitted to cast fractions of votes.

- (c) in the case of an equality of votes, the chairman shall not have a second or casting vote and the proposed resolution shall not be passed.

20. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors (provided the number of "A" Directors signing the Resolution does not exceed the number of "B" Directors signing the same) shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

A handwritten signature, possibly of a director or secretary, is written in the bottom right corner of the page. It consists of a series of loops and strokes, including a large 'A' shape.

No. of Company.....963152.....

(a) Insert name
of Company

(a).....English Butter Marketing Company Limited.....

SPECIAL RESOLUTION

pursuant to Section 378 (2) of the Companies Act 1985

passed on the 27 September 1988 .

At an EXTRAORDINARY GENERAL MEETING of the above-named Company
held at Copthorne West Sussex on Tuesday the 27th
day of September 1988 , the following resolution(s) ~~was~~ were (b) duly
passed as a (b) SPECIAL RESOLUTION(S) (b) :-

(b) Delete as
necessary

Copies of Special Resolutions attached.

(c) This notice must
be signed by the
Chairman, a Director
or the Secretary of
the Company

Signed (c)


J.N. BOLDER
SECRETARY

N.B. This notice must be forwarded to the Registrar of Companies within 15 days after
the passing of the resolution(s) (see overleaf).

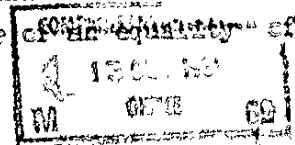
Companies 501

Star Plus Limited, Star Plus House, Greenleaf Park, Palace Gardens Road, London SW14 2PU Tel: (01) 646 5500
A Subsidiary of Star Plus Group PLC

JHL

ENGLISH BUTTER MARKETING COMPANY LIMITED
Copies of Special Resolutions passed at Extraordinary General Meeting
held on 27 September 1988

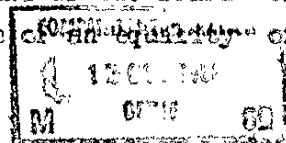
- (1) THAT Article 1(e) of the Articles of Association of the Company be renumbered Article 1(f)
- (2) THAT the following new Article be added to the Articles of Association of the Company to be numbered 1(e):
- 1.(e) Except with the consent of the Board of Directors no Member of the Company shall hold any share or shares in the Company upon trust or as nominee for any other person firm or corporation.
- (3) THAT Article 5(1) of the Articles of Association of the Company be deleted and there be substituted therefor the following new Article to be numbered 5(1):
- 5.(1) In the event of Dairy Crest becoming an Affiliated Company of another Member of the Company then the shares of that Member shall be offered to the other Members of the Company in accordance with the provisions of Clauses (a) to (g) of Article 5 and such shares shall for the purpose of giving effect to the provisions of this Clause be deemed to be the subject of a Transfer Notice given by that Member on the date upon which the Secretary of the Company first becomes aware of that event and such Member shall accordingly be deemed to be the Proposing Transferor of such shares. The price at which such shares shall be transferred shall be their fair value as certified by the Auditor in accordance with Clause (e) of this Article. Provided nevertheless that this Clause (1) shall not apply if Dairy Crest does not hold shares in the Company in its own right when it becomes such an Affiliated Company as aforesaid.
- (4) THAT Article 10 of the Articles of Association of the Company be deleted and there be substituted therefor the following new Article to be numbered 10:
10. The Chairman (or in his absence the Vice-Chairman) shall preside at all meetings of the Company and of the Board of Directors, but neither shall in the case of "unanimity" of



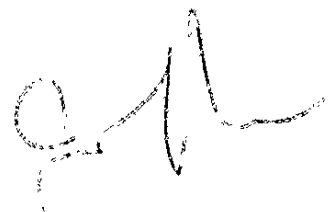
ENGLISH BUTTER MARKETING COMPANY LIMITED

Copies of Special Resolutions passed at Extraordinary General Meeting
held on 27 September 1988

- (1) THAT Article 1(e) of the Articles of Association of the Company be renumbered Article 1(f)
- (2) THAT the following new Article be added to the Articles of Association of the Company to be numbered 1(e):
- 1.(e) Except with the consent of the Board of Directors no Member of the Company shall hold any share or shares in the Company upon trust or as nominee for any other person firm or corporation.
- (3) THAT Article 5(1) of the Articles of Association of the Company be deleted and there be substituted therefor the following new Article to be numbered 5(1):
- 5.(1) In the event of Dairy Crest becoming an Affiliated Company of another Member of the Company then the shares of that Member shall be offered to the other Members of the Company in accordance with the provisions of Clauses (a) to (g) of Article 5 and such shares shall for the purpose of giving effect to the provisions of this Clause be deemed to be the subject of a Transfer Notice given by that Member on the date upon which the Secretary of the Company first becomes aware of that event and such Member shall accordingly be deemed to be the Proposing Transferor of such shares. The price at which such shares shall be transferred shall be their fair value as certified by the Auditor in accordance with Clause (e) of this Article. Provided nevertheless that this Clause (1) shall not apply if Dairy Crest does not hold shares in the Company in its own right when it becomes such an Affiliated Company as aforesaid.
- (4) THAT Article 10 of the Articles of Association of the Company be deleted and there be substituted therefor the following new Article to be numbered 10:
10. The Chairman (or in his absence the Vice-Chairman) shall preside at all meetings of the Company and of the Board of Directors, but neither shall in the case of an equality of



votes be entitled to a second or a casting vote. Until the conclusion of the Second Annual General Meeting of the Company occurring after the adoption of these Articles the Chairman of the Company and of the Board of Directors shall be a Director of the Company nominated by members of the Company other than Dairy Crest and the Vice-Chairman shall be a Director of the Company nominated by Dairy Crest. From the conclusion of such Second Annual General Meeting until the conclusion of the next Annual General Meeting occurring thereafter the Chairman of the Company and of the Board of Directors shall be a Director of the Company nominated by Dairy Crest and the Vice-Chairman shall be a Director of the Company nominated by Members of the Company other than Dairy Crest. Thereafter the right to nominate the Chairman and the Vice-Chairman who shall each hold office from the conclusion of one Annual General Meeting of the Company to the conclusion of the next succeeding Annual General Meeting shall alternate between Dairy Crest and the other Members of the Company. Articles 42 and 43 of Table A shall be modified accordingly.

A handwritten signature in dark ink, consisting of a stylized, cursive 'J' followed by a long horizontal stroke and a small upward flick at the end.

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMBERS' SPECIAL RESOLUTION
OFENGLISH BUTTER MARKETING COMPANY LIMITED
(Passed 26 September 1991)

At the Annual General Meeting of the above named Company duly convened and held at The Great Western Royal Hotel, Praed Street, Paddington, London W2 on 26 September 1991 at 12.15 p.m. the following resolution was duly passed as a Members' Special Resolution pursuant to Section 376 of the Companies Act 1985:

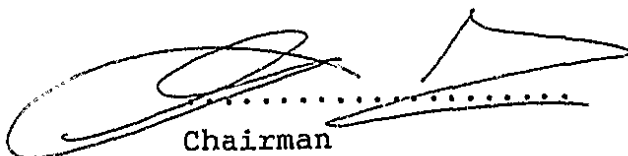
Members' Special Resolution

- (a) That the Articles of Association of the Company be amended by adding, at the end of Clause 5 thereof, the following clause, to be numbered 5(j):
- "5(j) The Directors shall register any transfer of shares notwithstanding the non-fulfilment of the provisions of Articles 4 and 5 thereof if required to do so by a special resolution of the Members."
- (b) That the Directors are required to register the following transfers of shares subject to the Transferee providing a duly completed and stamped transfer form:



<u>Transferor</u>	<u>Transferee</u>	<u>No. of ordinary shares</u>	<u>Consideration for Transfer</u>
Asda Stores Limited (formerly Associated Dairies Limited Company No 464777)	Co-operative Wholesale Society Limited	280	£28,000.00
Northern Foods PLC	Co-operative Wholesale Society Limited	280	£28,000.00

- (c) That on the 27th September 1991, the Articles of Association shall be amended by deletion of Clause 5(j) but the said deletion shall be without prejudice to any registration required to register the transfer of shares referred to in paragraph (b) above.



Chairman