

**THE COMPANIES ACT 1948 to 1967**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

of

**KENTUCKY FRIED CHICKEN (GREAT BRITAIN) LIMITED**

- 1 The name of the Company is "KENTUCKY FRIED CHICKEN (GREAT BRITAIN) LIMITED".
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are:-
- (1) To carry on business as restaurant owners hotel proprietors innkeepers barkeepers snack-bar proprietors manufacturers packers and distributors of and dealers in all types of food and drink and other forms of nourishment and sustenance.
  - (2) To exploit and turn to account the Food commonly known as Kentucky Fried Chicken and to process manufacture distribute and sell the same and to grant rights to others to do all or any of the same.
  - (3) To carry on any other business or activity and do anything of a nature which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company, or calculated, directly or indirectly, to enhance the value of or render profitable, any of the Company's property or rights, or which may seem capable of being carried on at a profit to the Company, and to develop the business of the Company by advertisement or other means as may seem expedient.
  - (4) To acquire for any estate or interest and to take options over, construct and develop property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of the Company.
  - (5) To enter into any guarantee contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations (including the obligations of the Company's parent company, if



any) or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.

- (6) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its members.
- (7) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company) and in such manner as may from time to time be determined, and to hold sell or otherwise deal with such investments.
- (8) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
- (9) To borrow and raise money and secure or discharge any debt or obligations of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (10) To sell, exchange, mortgage, let on rent, share or profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertakings, 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, debentures or other obligations or securities whether fully or partly paid up of any other company.
- (11) To give remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (12) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (13) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (14) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members or for any national, charitable, benevolent, public, general or useful objects, or for any exhibition.

- (15) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or its predecessors in business or the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.
- (16) To distribute any of the property of the Company among its members in specie.
- (17) To do all or any of the things or matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.
- (18) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4 The liability of the members is limited.
- 5 The share capital of the Company is £4,001 divided into 4,001 shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential deferred, qualified or other special rights, privileges restrictions or conditions.<sup>1</sup>

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1. By Special Resolution passed on 16 April 1974 all the 'A' Shares, all the 'B' Shares and the 1 Non-Voting Share were converted into one class of Ordinary Shares of £1 each.
2. By Ordinary Resolution passed on 5 February 1987 the Authorised Share Capital of the Company was increased to £4,002 divided in 4,002 Ordinary Shares of £1 each.
3. By Written Resolution passed on 20 February 1987:-
  - (i) the existing 4,002 Ordinary Shares of £1 each were re-designated as 'A' Ordinary Shares of £1 each; and
  - (i) the Authorised Share Capital of the Company was increased to £8,004 by the creation of 4,002 'B' Ordinary Shares of £1 each.
4. By Ordinary Resolution passed on 21 January 1993 the Authorised Share Capital of the Company was increased to £1,000,000 by the creation of 495,998 'A' Ordinary Shares of £1 each and 495,998 'B' Ordinary Shares of £1 each.
5. By Ordinary Resolution passed on 10 January 1997 the Authorised Share Capital of the Company was increased to £25,000,000 by the creation of 12,000,000 'A' Ordinary Shares of £1 each and 12,000,000 'B' Ordinary Shares of £1 each.
6. By Written Resolution passed on 5 July 2004 the 'A' Ordinary shares of £1 each and the 'B' Ordinary shares of £1 each were re-designated as Ordinary 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
T.G.M. Buckley 35 Basinghall Street London EC2          Solicitor	One A Share
J.D. Morgan 35 Basinghall Street London EC2          Solicitor	One B Share

Dated the 25<sup>th</sup> day of November 1969

Witness to the above Signatures:-

M.J. Havers  
35 Basinghall Street  
London EC2

Solicitor's Clerk