

No 971756

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

- AND -

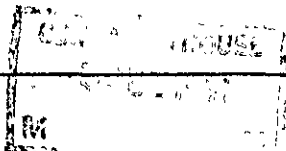
ARTICLES OF ASSOCIATION

of

B E A Z E R S W A F F H A M L I M I T E D

(Incorporating all amending Resolutions
down to and including 28th June 1991)

Incorporated the 5th day of February 1970



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

B E A Z E R S W A F F H A M L I M I T E D

(As altered by Special Resolution passed on the 16th day of November 1976.)

1. The Name of the Company is "BEAZER SWAFFHAM LIMITED"*
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (a) (1) To carry on business as milk retailers, dairymen, cowkeepers, farmers and market gardeners in all their respective branches.
 - (2) To carry on business as manufacturers, importers, and exporters of, and dealers in, milk, condensed milk, milk powder, dried milk, butter, margarine, lard, bacon, cheese, eggs, poultry, honey, vegetables, fruit, groceries, eatables and provisions of all kinds.
 - (3) To carry on business as grocers, greengrocers, provision dealers and general storekeepers.
 - (4) To purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatsoever and any options, rights, privileges or easements over or in respect of the same, to make advances upon the security of land or house or other property or interest thereon. To carry on the business of land, estate and property agents, managers and developers.

*The name of the company was changed from Swaffham Dairies Limited on 23rd August 1988.

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing the whole or part of the Shares or securities of such Company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects 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. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to The Companies Act 1948.

Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BEAZER SWAFFHAM LIMITED

(Adopted by Special Resolution passed on 28th June 1991)

General

1. The regulations contained in Table A as prescribed at the date of adoption of these Articles for the purposes of Section 8 of the Companies Act 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company (save in so far as they are excluded or varied hereby) and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
2. In these Articles "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

Share Capital

3. The authorised share capital of the Company at the date of adoption of these Articles is £100.00 divided into 100 Ordinary Shares of £1 each.
4. Subject to the provisions of the Act and the provisions hereinafter contained the Directors are hereby authorised to exercise the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the Company for the time being unissued to such persons (including any Directors) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the Company in General Meeting and to the terms on which any shares are created or issued and provided that no shares shall be issued at a discount contrary to the Act.

5. Section 89(1) and Section 90(1) to (6) inclusive of the Act shall not apply to any allotment of equity securities by the Company pursuant to any authority conferred on the Directors pursuant to the Act.
6. The Company is a private company and, accordingly, it may not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
7. Subject to the provisions of the Act, any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the Articles for the time being of the company or as the Company may by resolution determine. Regulation 3 of Table A shall not apply.
8. Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into in pursuance of this Article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the Directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the Directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into in pursuance of this Article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the Articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company in pursuance of this Article. Regulation 35 of Table A shall not apply.

Transfer of Shares

9. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not a fully paid share, and Regulation 24 of Table A shall not apply to the Company.

Notice of General Meetings

10. The words "or a resolution appointing a person as a director" in Regulation 38 of Table A shall not apply to the Company.

Conduct of General Meetings

11. At any General Meeting a poll may be directed by the Chairman or demanded by any Member present in person or by proxy. Regulation 46 of Table A shall be modified accordingly.
12. A proxy shall be entitled to vote on a show of hands. Regulation 54 shall be modified accordingly.
13. Regulation 62 of Table A shall not apply to the Company.

Votes of Members

14. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

Number of Directors

15. The minimum number of Directors shall be two and there shall be no maximum number. Regulation 64 of Table A shall not apply.

Delegation of Powers of Directors

16. The Directors may delegate any of the powers to committees consisting of such person or persons (whether Directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

Alternate Directors

17. An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.
18. A Director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.
19. An alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst so acting shall exercise and discharge all the functions, powers and duties of the Directors whom he represents and shall without prejudice to the generality of the foregoing be entitled, in the absence from the United Kingdom of the Director appointing him, to sign on his behalf a Resolution in writing of the Directors. An alternate Directors shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director and Regulation 67 shall not apply to the Company.

20. The following words shall be added at the end of Regulation 89 of Table A, namely: "For the purposes of this Regulation an alternate shall be counted in a quorum separately in respect of each of the Directors for whom he has been appointed alternate but so that no less than two individuals shall constitute a quorum".

Appointment, Retirement and Remuneration of Directors

21. The Directors shall not be obliged to retire from office by rotation and Regulation 73 to 75 of Table A inclusive, the words "other than a director retiring by rotation" in Regulation 76 of Table A, the words "(other than a director retiring by rotation at the meeting)" in Regulation 77 of Table A, the words "and may also determine the rotation in which any additional directors are to retire" in Regulation 78 of Table A, the last two sentences of Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.
22. There shall not be any age limit for Directors and subsections (1) to (6) of Section 293 of the Act shall not apply to the Company. Regulation 81(a) of Table A shall be modified accordingly.
23. Regulation 82 of Table A shall be amended by inserting the words "by way of fee" after the word "remuneration" wherever that word appears.
24. The office of a Director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these Articles or if he becomes incapable by reason of illness (including, without limitation, mental illness or disorder or injury of managing or administering any property or affairs of his own or of the Company and the Directors resolve that his office be vacated. Regulation 81 of Table A shall be modified accordingly
25. The appointment of any person to any office pursuant to Regulation 84 of Table A may at any time be revoked by the Directors, without prejudice to any rights of the holder of such office in respect of such revocation.

Special Directors

26. The Directors shall have power from time to time by Resolution to appoint any one or more persons to any post with such descriptive title including that of Director (whether as divisional, departmental, deputy, assistant, local, advisory or otherwise) being hereinafter referred to as a Special Director and the following provisions with regard to any such appointment or appointments shall have effect:
- (a) The appointment, tenure of office, remuneration (if any) and scope of duties of a Special Director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Special Director, except that no act shall be done that would impose any personal liability on any Special Director except with his full knowledge and consent.

- (b) The Directors may also from time to time remove any Special Director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Special Director and the Company.
- (c) The appointment of a person to be a Special Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Special Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a Special Director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited by law from being concerned or taking part in the management of the Company, or if he resigns his office or is removed from office by a Resolution of the Board.
- (d) A Special Director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in the Companies Act 1985 or these Articles and no Special Director shall be entitled to attend or be present at any meetings of the Board or of any committee of Directors unless the Directors shall require him in attendance.
- (e) A Special Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge, experience and advice.

Proceedings of Directors

- 27. A Director absent or intending to be absent from the United Kingdom may request the Directors during his absence to send notices of meetings of the Directors to him at such address within the United Kingdom as he may give to the Company for this purpose but in the absence of such a request it shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 28. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the Directors or of any committee of the Directors in accordance with that Section. Subject where applicable to such disclosure a Director may vote at a meeting of Directors or of a committee of Directors on any Resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and Regulation 94 of Table A shall not apply to the Company.
- 29. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 100 of Table A shall be modified accordingly.

30. Whenever a company (hereinafter called "the Parent Company") shall be the holder of not less than 90 per cent in nominal value of such of the issued share capital for the time being of the Company carries the right of attending and voting at General Meetings of the Company the following provisions shall apply and to the extent of any inconsistency shall have overriding 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 of the Company or remove any Director from office;
- (b) none of the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the Company for the time being unissued shall be exercised without the consent of the Parent Company; and
- (c) any or all powers of the Directors 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 one of its Directors or some other Officer of the Parent Company duly authorised for the purpose.

Appointment of Secretary

31. Two or more persons may be appointed as Joint Secretaries. The Directors may also appoint one or more Assistant Secretaries. Regulation 99 of Table A shall be modified accordingly.

Notices

32. The figure "24" shall be inserted in substitution for the figure "48" in the second sentence of Regulation 115 of Table A. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.