

THE COMPANIES ACTS 1948 to 1983  
and  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

MEMORANDUM  
and  
ARTICLES OF ASSOCIATION

- of -

CENTRAL BOTTLING INTERNATIONAL LIMITED

Company No 1307388  
Incorporated the 6th day of April 1977

Eversheds Hepworth & Chadwick  
Cloth Hall Court  
Infirmary Street  
LEEDS  
LS1 2JB

JB

This is a true and correct copy of the up-to-date  
Memorandum and Articles of Association of  
CENTRAL BOTTLING INTERNATIONAL LIMITED

Signed

Director

Dated

1993

*JK*  
*gally*



Company No: 1307388

THE COMPANIES ACTS 1948 to 1983

and

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

of

CENTRAL BOTTLING INTERNATIONAL LIMITED

(Passed 2nd July 1993)

AO1

Pursuant to the authority given by Section 381A of the Companies Act 1985 (as amended) we, the undersigned, being all the members at the date hereof of the Company entitled to receive notice of and to attend and vote at general meetings of the Company hereby make the following resolutions, which resolutions shall have effect as a Special Resolutions and which shall be valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:-

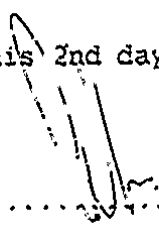
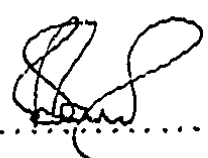
SPECIAL RESOLUTIONS

1. THAT the Articles of Association of the Company be amended by inserting into Article 2 after the first word "Regulations" on the first line the figure "10".
2. THAT for the purpose of Section 320 of the Companies Act 1985 the purchase by the Company out of its distributable profits, in exercise of the power in this behalf conferred by Section 162 of the Companies Act 1985 and the Articles of Association of the Company, of fully paid ordinary shares of £1 each in the capital of the Company which are registered in the names of and beneficially owned by the Vendor for

the aggregate sum of £850,000 as more particularly described in resolution numbered 2 above be and the same is hereby approved.

By Order of the Board

Dated this 2nd day of July 1993

A handwritten signature in dark ink, appearing to be 'J. H.', written over a horizontal dotted line.A handwritten signature in dark ink, appearing to be 'R. H.', written over a horizontal dotted line.

78.CBIL2.SR.MINUTES

THE COMPANIES ACTS 1948 to 1976

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

CENTRAL BOTTLING INTERNATIONAL LIMITED

(As amended by Special Resolution passed 6th April 1977)

1. The name of the Company is "CENTRAL BOTTLING INTERNATIONAL LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) (i) To carry on business as collectors and distributors of empty bottles and cases and to deal in, store and re-issue secondhand bottles, packing cases, crates, boxes and other containers of every description, new and second-hand plant and machinery, packing materials and containers of all kinds, tin-foil, lead-foil, cardboard, straw-board, paper, film, polythene, plastic packs and bags, papier mache, water-proof paper and packing and packaging materials, whether made from wood, metal, plastic, leather, glass, fibre, fibre-glass or composite substances of any description

(ii) To sort, grade, clean, restore, manipulate and prepare for the market, and sell or otherwise deal with, waste materials of any kind, and to recondition the same, or make such other use of the same as may be thought fit.

(iii) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(iv) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or invest.

\* The name of the Company was on the 31st day of December 1978, changed from "DOEHOUSE LIMITED" to "CENTRAL BOTTLING AND BREWING SERVICES LIMITED" and on the 28th day of April 1988, it was further changed to the above.

(B) To guarantee or give security for the payment or performance of any debts, contracts or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.

(C) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(E) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(F) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

(G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

(H) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(J) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(K) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any

right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.

(L) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.

(M) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

(N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks or securities issued by or any other obligations of any such Company.

(O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

(Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit

this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.

(W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

(X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.

\* By Ordinary Resolution passed on the 15th day of September 1982, the share capital of the Company was increased from £100 to £100,000 divided into 100,000 shares of £1 each.

THE COMPANIES ACTS 1948 to 1976

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CENTRAL BOTTLING INTERNATIONAL LIMITED

(As amended by Special Resolutions passed 21st December 1978 and the 6th day of March 1989)

#### PRELIMINARY

1. The Company shall be a private Company within the meaning of the Companies Act, 1948, and subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 10, 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91, and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

#### SHARES

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of shares held by them. Such offer shall be made by notice in writing specifying the number of shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is



made that he declines to accept the shares offered the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors be eventually offered in the manner aforesaid.

A. Subject to the provisions of the Companies Act 1985, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

5. (A) A member desiring to transfer shares shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to the remaining members of the Company pro rata according to the number of shares already held by them respectively at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table A dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

(B) Upon the death of a member the Directors may dispose of the shares held by such member at the date of death or any of them to the remaining members of the Company pro rata according to the number of shares already held by them respectively at a price to be agreed between the personal representatives of the deceased and the Directors or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof; the personal representatives of the deceased shall when so called upon by the Directors execute a Power of Attorney in favour of all or any of the Directors to enable the shares to be disposed of in manner aforesaid; if within three months from the date of the death the Directors are unable to find a member or members willing to purchase all such shares, the personal representatives of the deceased may, subject to Clause 3 of Part II of Table A, dispose of so many of such shares as shall remain undisposed of in any manner they may think fit within the next three months.

(C) The purchase money for any shares to be purchased under this Article shall unless the parties concerned otherwise determine be payable by 5 equal instalments the first of which shall be paid on the completion of the transfer and the remainder of which shall be paid at yearly intervals thereafter. As from the completion date the amount from time to time unpaid of the purchase money shall carry interest at the minimum lending rate in force on the instalment date, such interest to accrue from day to day and to be paid on the same day as the equal instalments.

(D) Whenever any member of the Company who is employed by the Company in any capacity including an officer of the Company is dismissed from such employment or ceases to be employed by the Company such term shall

include retirement from the Company the Directors shall at any time within twenty-eight days after his dismissal or his ceasing to be employed resolve that such member do retire, and at the expiration of twenty-eight days from the passing of such resolution he shall (unless he has already served a transfer notice) be deemed to have served the Company with a transfer notice pursuant to sub-Article (A) hereof such transfer to be at a price agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors as the fair value thereof. Notice of the passing of any such resolution shall forthwith be given to the member affected thereby.

(E) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the Share the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of the share in favour of the purchaser, who shall thereupon be registered as the holder of the share. The receipt of the Company for the purchase money shall be a good discharge to the purchaser and after his name has been entered in the Registrar of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

#### LIEN

6. The lien conferred by Regulation II of Part I of Table A shall extend to all shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such shares.

#### SHARE TRANSFERS

7. Regulation 22 of Part I of Table A shall not apply to the Company. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

#### PROCEEDINGS AT GENERAL MEETINGS

8. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

9. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

## DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

12. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

13. Any Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

14. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

15. The office of a Director shall be vacated:-

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he becomes bankrupt or enters into any arrangement with his creditors.

(3) If he becomes of unsound mind.

(4) If he is prohibited from being a Director by any order made under Section 188 of the Act.

(5) If he is removed from office by a resolution duly passed under Section 184 of the Act.

(A) The Directors may from time to time appoint any person to the office as President as a mark of distinction or recognition of distinguished services to the Company. The President need not be a Director of the Company and shall not (unless he is a Director) be deemed to be a Director of the Company for any purpose. Any such appointment shall be for such period and on such terms, including remuneration (if any), as the Directors think fit. The President shall not, as such, be entitled to attend or speak at meetings of the Directors unless (and to the extent that) the Directors so determine. In any event he shall not be entitled to vote at such meetings or be counted in reckoning the quorum present thereat.

#### BORROWING POWERS OF DIRECTORS

16. The proviso to regulation 79 of Part I of Table A shall be omitted.

#### SECRETARY

17. The first Secretary of the Company shall be Stanley Harold Davies.

#### SEAL

18. In Regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

#### INDEMNITY

19. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in Regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.