



# THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15 (2) of the Companies Act 1948 as amended by the Companies Act 1976

For official use

1330427

Please do not write in this binding margin



Please complete legibly, preferably in black type or bold black lettering.  
\*Delete if inappropriate.

Name of Company

Ess-Food (UK) Grimsby Group

Limited\*

I, Simon John Saville Brown  
of 3 Gray's Inn Place, Gray's Inn, London, WC1R 5EA

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in the formation

of Ess-Food (UK) Grimsby Group Limited\*

and that all the requirements of the Companies Acts 1948 to 1976 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 3 Gray's Inn Place, WC1R 5EA  
in the London Borough of Camden

the 26th day of August

One thousand nine hundred and nineteen  
before me [Signature]

A Commissioner for Oaths†

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland "a Solicitor") engaged in the formation of the company, or a person named in the statement delivered under section 21 of the Companies Act 1976 as a director or secretary of the company.

† for Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presentor's name, address and reference (if any): SJSB  
Denton, Hall & Purgin,  
3 Gray's Inn Place,  
Gray's Inn,  
London, WC1R 5EA

For official use  
General section

Postroom



PART  
Next Post 006787 1/51

1330427

13



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARESMEMORANDUM OF ASSOCIATION

OF

ESS-FOOD (UK) GRIMSBY GROUP LIMITED

1. The name of the Company is "ESS-FOOD (UK) GRIMSBY GROUP LIMITED".

2. The registered office of the Company will be situated in England.

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

- (A) To acquire and assume for any estate or interest and to take options over, construct develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person to administer operate and co-ordinate the administration, operation and activities of any firm, company or body owned or controlled (directly or indirectly) by the Company and to act and carry on business as a holding company.
- (B) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (C) To acquire and exploit lands, mines and mineral rights . to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, instal, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (D) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (E) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (F) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (G) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (H) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.



- (I) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (J) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (K) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (L) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (M) To amalgamate or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person.
- (N) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (O) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (P) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.

- (Q) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (R) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.
- (S) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (T) To grant pensions, annuities, or other allowances, including allowances on death, to any or to any former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (U) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (V) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (W) 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 by or through trustees, agents or otherwise and either alone or in conjunction with others.

- (X) To carry on any other business or activity and to do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (Y) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way 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 £10,000 divided into 10,000 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.

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
Simon J. Brown 3 Gray's Inn Place London WC1 Solicitor	one
Nyles Alfred Carl Brown Carl 3 Gray's Inn Place London WC1. Solicitor	one

26<sup>th</sup> August, 1977.

WITNESS to the above signatures:-

*On Gold*  
3 Gray's Inn Place  
London WC1  
Secretary

1330487

THE COMPANIES ACTS 1948 to 1976 ("THE ACTS")

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ESS-FOOD (UK) GRIMSBY GROUP LIMITED

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated reference herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL

2. The share capital of the Company is £10,000 divided into 10,000 Ordinary Shares of 1 each.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

4. In Regulation 11 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

5. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call," shall be omitted.

6. The instrument of transfer of a share shall be signed by or on behalf of the Transferor and the Transferor shall be deemed to remain the holder of the share until the name of the Transferee is entered in the Register in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by the Transferee. Regulation 22 of Table A shall not apply.

GENERAL MEETINGS

7. Subject to the provisions of the Acts a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

8. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Table A.

#### DIRECTORS

9. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply. The first Director shall be appointed in writing by the subscribers to the Memorandum of Association.

10. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage or profits or otherwise as the Directors may determine.

11. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company). Regulation 79 of Table A shall not apply.

12. The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or employee or former Director or employee who may hold or may have held any executive or other office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons. Regulation 87 of Table A shall not apply.

13. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director.

15. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Table A.

16. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to Article 14 above.

17. Regulations 89 to 97 (inclusive) of Table A shall not apply.

18. Each Director shall have power by writing under his hand to nominate any person to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the 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, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

19. Notice of Meetings of Directors shall be given to every Director whether or not he is present in the United Kingdom. Regulation 98 of Table A shall be modified accordingly.

#### PROCEEDINGS OF DIRECTORS

20. A resolution in writing signed by all the Directors for the time being entitled to receive notice of Meetings of the Directors shall, subject as otherwise provided in this Article, be as effective as a resolution passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors, Provided that no such resolution shall take effect until the written text thereof shall have been so signed and unless the last person so to sign has signed within the United Kingdom. Regulation 106 of Table A shall not apply.

21. All Meetings of the Directors shall be held within the United Kingdom, and if any meeting of Directors shall be purported to be held outside the United Kingdom any resolution of the Directors purported to be passed thereat shall be null and void.

#### EXECUTIVE DIRECTORS

22. The Directors may from time to time appoint one or more of their body to an executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply.

23. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply.

#### NOTICE OF GENERAL MEETINGS

24. Notice of every general meeting shall be given to every Member of the Company and Regulations 131 and 134(a) of Table A shall be modified accordingly.

#### INDEMNITY

25. Every Director, Executive Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds

of the Company against all liabilities incurred by him as such Director, Executive Director, Manager, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under the Acts in which relief from liability is granted to him by the Court.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Susan H. Brown  
 3 Gays Inn Place  
 London WC1  
 Solicitor

Myler Alfred G. Brown Gair  
 3 Gays Inn Place  
 London WC1. Solicitor

---

DATED 26<sup>th</sup> August, 1977.

WITNESS to the above Signatures:-

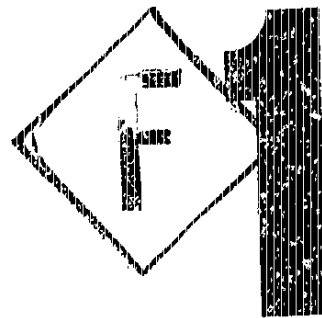
Don Green  
 3 Gays Inn Place  
 London WC1, Secretary

# THE COMPANIES ACTS 1948 TO 1976

Form No. 1

## Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976



Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold black lettering

\*delete if  
inappropriate

Company number

1330427/S

Name of Company

Ess-Food (UK) Grimsby Group Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

Estate Road No. 2  
South Humberside Industrial Estate,  
Grimsby, South Humberside

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

☐


If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

☐

Presenter's  
reference (if any) : SJSB

Denton Hall & Burgin,  
3 Gray's Inn Place,  
London, WC1R 5EA

For official use

General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Name (note 2)	Simon John Saville Brown	Business occupation
		Solicitor
Former name(s) (note 3)	None	Nationality
Address (note 4)	3 Gray's Inn Place, London, W.C.1.	British
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
Alisyncro Limited		
Ess-Food (UK) Fresh Meat Limited		
I hereby consent to act as director of the company named on page 1		
Signature <i>Simon AS Brown</i>		Date 26th August, 1977

**Important**  
The particulars to be given are those referred to in section 21(2) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page before completing this part of the form

Name (note 2)	Myles Alfred Cave-Browne-Cave	Business occupation
		Solicitor
Former name(s) (note 3)	None	Nationality
Address (note 4)	3 Gray's Inn Place, London, WC1.	British
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
Ess-Food (UK) Fresh Meat Limited		
Alisyncro Limited		
Conclave Limited		
I hereby consent to act as director of the company named on page 1		
Signature <i>Myles Cave Browne Cave</i>		Date 26th August, 1977

Name (note 2)		Business occupation
Former name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature		Date

Please do not  
write in this  
binding margin



**Important**  
The particulars  
to be given are  
those referred to  
in section 21(2)(b)  
of the Companies  
Act 1976 and  
section 200(3) of  
the Companies Act  
1948. Please read  
the notes on page 4  
before completing  
this part of the form

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Gray's Inn Secretaries Limited	
Former name(s) (note 3)	Nil	
Address (notes 4 & 7)	66 Gresham Street, London, EC2	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>B. J. Kipling</i>	For and on behalf of GRAY'S INN SECRETARIES LTD. Date 26th August, 1977

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 1977

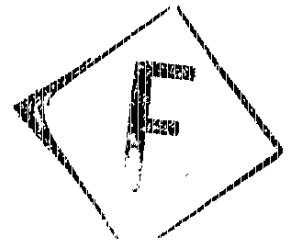
\*as required by  
Section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

†delete as  
appropriate

Signature *Simon AS Brown* [Subscriber] [Agent]† Date 26th August, 1977

Signature *Mrs C. A. Brown* [Subscriber] [Agent]† Date 26th August, 1977



## CERTIFICATE OF INCORPORATION

No. 1330427

I hereby certify that

**ESS-FOOD (UK) GRIMSEY GROUP LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

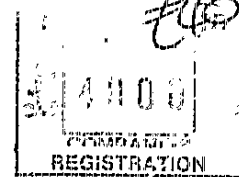
16TH SEPTEMBER 1977

D. A. PENDLEBURY

Assistant Registrar of Companies

No: 1330427 ✓

122  
THE COMPANIES ACTS 1948 to 1950  
COMPANY LIMITED BY SHARES



ORDINARY AND SPECIAL RESOLUTION

OF

ESS-FOOD (UK) GRIMSBY GROUP LIMITED

(passed the 29th September 1981) ✓

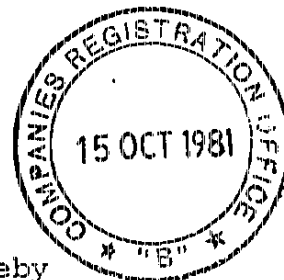
At an Extraordinary General Meeting of Ess-Food (UK) Grimsby Group Limited duly convened and held at Denning House, 90 Chancery Lane, London, WC2 on the 28th September 1981 the following resolutions were duly passed, the first such resolution being an Ordinary Resolution and the second such resolution being a Special Resolution, namely:-

ORDINARY RESOLUTION

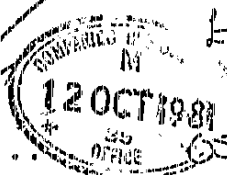
That with a view to the acquisition of the whole of the issued share capitals of Ess-Food (UK) Limited and Danepak Limited the authorised share capital of the Company be increased to £200,000 by the creation of a further 190,000 ordinary shares of £1 each.

SPECIAL RESOLUTION

That the name of the Company be and it is hereby changed to Ess-Food (UK) Group Limited.



.....  
CHAIRMAN



NW  
£40

051483

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1330427

25

I hereby certify that

ESS-FOOD (UK) GRIMSBY GROUP LIMITED

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

ESS-FOOD (UK) GROUP LIMITED

Given under my hand at Cardiff the

30TH OCTOBER 1981

A handwritten signature in dark ink, appearing to read 'E. J. Jones', written over a horizontal line.

*Assistant Registrar of Companies*

No: 1330427/24

CERTIFIED A TRUE COPY  
OF THE ORIGINAL

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTION

OF

ESS-FOOD (UK) GRIMSBY GROUP LIMITED

(passed the 29th September 1981)

*Arthur Hall*  
DENTON HALL & BURGIN  
DENNING HOUSE  
90 CHANCERY LANE  
LONDON WC2A 1EU

At an Extraordinary General Meeting of Ess-Food (UK) Grimsby Group Limited duly convened and held at Denning House, 90 Chancery Lane, London, WC2 on the 28th September 1981 the following resolutions were duly passed, the first such resolution being an Ordinary Resolution and the second such resolution being a Special Resolution, namely:-

ORDINARY RESOLUTION

That with a view to the acquisition of the whole of the issued share capitals of Ess-Food (UK) Limited and Danepak Limited the authorised share capital of the Company be increased to £200,000 by the creation of a further 190,000 ordinary shares of £1 each.

SPECIAL RESOLUTION

That the name of the Company be and it is hereby changed to Ess-Food (UK) Group Limited.

.....  
CHAIRMAN





Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold block lettering

# THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Form No. 10

17/1  
10

To the Registrar of Companies

For official use Company number

1211

1330427

Name of Company

Ess-Food (UK) Grimsby Group Limited

Limited

\*delete if  
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]  
[extraordinary] [special] resolution of the company dated 28th September 1981

the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 190,000 beyond the registered capital of £ 10,000

A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

**Note**  
This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolution

Number of shares	Class of share	Nominal amount of each share
190,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

Pari passu with existing ordinary shares of £1 each  
in the capital of the company.

Please tick here if  
continued overleaf



\*delete as  
appropriate

Signed

*[Signature]*

[Director] [Secretary] Date 26.9.81

Presentor's name, address and  
reference (if any):

SJSB  
DENTON HALL & BURGIN  
DENNING HOUSE  
90 CHANCERY LANE  
LONDON WC2A 1EU

For official use  
General section

Post room

78

12 OCT 1981

No. 1330427/27

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

# Memorandum

AND

# Articles of Association

- of -

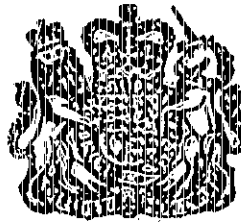
ESS-FOOD (UK) ~~GROUP~~ GROUP LIMITED

Incorporated the 16th day of September, 1977

CHANGE OF NAME 28TH SEPTEMBER 1981

DENTON HALL & BURGIN,  
3, Gray's Inn Place,  
Gray's Inn,  
London WC1R 5EA





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1330427

I hereby certify that

**ESS-FOOD (UK) GRIMSBY GROUP LIMITED**

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

**ESS-FOOD (UK) GROUP LIMITED**

Given under my hand at Cardiff the

30TH OCTOBER 1981

A handwritten signature in dark ink, appearing to be 'R. J. Jones', is written over the printed title.

*Assistant Registrar of Companies*

# Certificate of Incorporation

No. 1330427

I hereby certify that

ESS-FOOD (UK) GRIMSBY GROUP LIMITED  
is this day incorporated under the Companies Acts  
1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 16th September  
1977.

D.A. PENDLEBURY

Assistant Registrar  
of Companies

COMPANY LIMITED BY SHARES

Memorandum of Association  
OF

ESS-FOOD (UK) ~~GRIMSBY~~ GROUP LIMITED

1. The name of the Company is "ESS-FOOD (UK) GRIMSBY GROUP LIMITED." \*

2. The registered office of the Company will be situated in England.

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

- (A) To acquire and assume for any estate or interest and to take options over, construct develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person to administer operate and co-ordinate the administration, operation and activities of any firm, company or body owned or controlled (directly or indirectly) by the Company and to act and carry on business as a holding company.
- (B) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (C) To acquire and exploit lands, mines and mineral rights to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, instal, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

\* By special resolution of the Company passed on 28th September 1981 the name of the Company was changed to ESS-FOOD (UK) GROUP LIMITED.

- (D) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (E) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (F) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (G) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (H) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (I) To acquire and carry on the business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (J) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (K) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (L) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of

the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (M) To amalgamate or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person.
- (N) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (O) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (P) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (Q) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal

amount of such securities) or for any other purpose.

- (R) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.
- (S) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (T) To grant pensions, annuities, or other allowances, including allowances on death, to any or to any former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the

Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.

- (U) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (V) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (W) 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 by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (x) To carry on any other business or activity and to do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or its Members.
- (Y) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way 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 £10,000\* divided into 10,000 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.

X

\* NOTE: By ordinary resolution of the Company passed on 28th September 1981 the share capital was increased to £200,000 by the creation of a further 190,000 ordinary shares of £1 each.

*Secretary*

W E, 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
<p>SIMON J.S. BROWN</p> <p>3 Gray's Inn Place,</p> <p>London W.C.1.</p> <p>Solicitor.</p>	<p>One</p>
<p>MYLES ALFRED CAVE-BROWNE-CAVE</p> <p>3 Gray's Inn Place,</p> <p>London W.C.1.</p> <p>Solicitor.</p>	<p>One</p>

D A T E D 26th August, 1977.

WITNESS to the above signatures:-

D.M. CODD

3 Gray's Inn Place,

London W.C.1.

Secretary.

COMPANY LIMITED BY SHARES

Articles of Association

OF

ESS-FOOD (UK) ~~BRIMSEY~~ GROUP LIMITED

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL

2. The share capital of the Company is ~~£100,000~~ divided into ~~100,000~~ \*Ordinary Shares of £1 each.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

4. In Regulation 11 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

5. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call," shall be omitted.

6. The instrument of transfer of a share shall be signed by or on behalf of the Transferor and

X *[Signature]*  
\* 200,000  
*[Signature]*

the Transferor shall be deemed to remain the holder of the share until the name of the Transferee is entered in the Register in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by the Transferee. Regulation 22 of Table A shall not apply.

#### GENERAL MEETINGS

7. Subject to the provisions of the Acts a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

8. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Table A.

#### DIRECTORS

9. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply. The first Director shall be appointed in writing by the subscribers to the Memorandum of Association.

10. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

11. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company). Regulation 79 of Table A shall not apply.

12. The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or

to any person in respect of any Director or employee or former Director or employee who may hold or may have held any executive or other office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons. Regulation 87 of Table A shall not apply.

13. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director.

15. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Table A.

16. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to Article 14 above.

17. Regulations 89 to 97 (inclusive) of Table A shall not apply.

18. Each Director shall have power by writing under his hand to nominate any person to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the 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, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

19. Notice of Meetings of Directors shall be given to every Director whether or not he is present in the United Kingdom. Regulation 98 of Table A shall be modified accordingly.

#### PROCEEDINGS OF DIRECTORS

20. A resolution in writing signed by all the Directors for the time being entitled to receive notice of Meetings of the Directors shall, subject as otherwise provided in this Article, be as effective as a resolution passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors, Provided that no such resolution shall take effect until the written text thereof shall have been so signed and unless the last person so to sign has signed within the United Kingdom. Regulation 106 of Table A shall not apply.

21. All Meetings of the Directors shall be held within the United Kingdom, and if any meeting of Directors shall be purported to be held outside the United Kingdom any resolution of the Directors purported to be passed thereat shall be null and void.

#### EXECUTIVE DIRECTORS

22. The Directors may from time to time appoint one or more of their body to an executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply.

23. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such

remuneration (either by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply.

#### NOTICE OF GENERAL MEETINGS

24. Notice of every general meeting shall be given to every Member of the Company and Regulations 131 and 134(a) of Table A shall be modified accordingly.

#### INDEMNITY

25. Every Director, Executive Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Executive Director, Manager, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under the Acts in which relief from liability is granted to him by the Court.

## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SIMON J.S. BROWN

3 Gray's Inn Place,

London W.C.1.

Solicitor.

MYLES ALFRED CAVE-BROWNE-CAVE

3 Gray's Inn Place,

London W.C.1.

Solicitor.

D A T E D 26th August, 1977.

WITNESS to the above Signatures:-

D.M. CODD

3 Gray's Inn Place,

London W.C.1.

Secretary.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

# Memorandum

AND

## Articles of Association

- of -

ESS-FOOD (UK) ~~GROUP~~ GROUP  
LIMITED

Incorporated 16th September, 1977

FILE COPY



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 1330427

I hereby certify that

ESS-FOOD (UK) GROUP LIMITED

having by special resolution changed its name,

is now incorporated under the name of

TULIP INTERNATIONAL (UK) LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 19 NOVEMBER 1990

*A. M. Evans*  
A. M. EVANS

an authorised officer

FILE COPY



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 1330427

I hereby certify that

ESS-FOOD (UK) GROUP LIMITED

having by special resolution changed its name,  
is now incorporated under the name of

TULIP INTERNATIONAL (UK) LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 19 NOVEMBER 1990

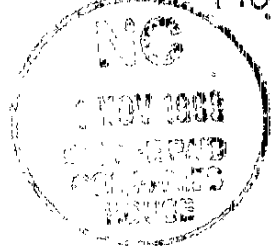
*A. M. Evans.*  
A. M. EVANS

2 0842 752668

ESS FOOD DANEPAX

86

19/11/90



\*Registered No. 1330427

ESS-FOOD (UK) GROUP LIMITED

The Companies Act. 1985

At an Extraordinary General Meeting of the above named Company convened and held on 5th day of October 1990 the following Special Resolution was passed:-

Subject to the approval of the Registrar of Companies the name of the Company be changed to Tulip International (UK) Limited.

Chairman

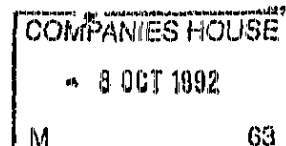
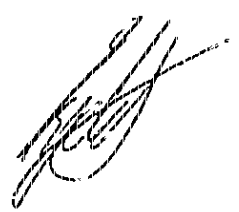
Registered No 1330427

TULIP INTERNATIONAL (UK) LTD

At a General Meeting of the above named Company held on 25th day of September 1992 the following Ordinary Resolution was passed:-

That the share capital of the Company be increased from 200,000 to 7,500,000 by the creation of 7,300,000 new shares of £1 each ranking in all respects pari passu with the 200,000 existing shares of £1 each in the capital of the Company.

Chairman





COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

**123**

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Insert full name  
of company

To the Registrar of Companies

For official use Company number

[ ] [ ] [ ] [ ]

1330427

Name of company

\* TULIP INTERNATIONAL (UK) LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 25 SEPTEMBER 1992 the nominal capital of the company has been  
increased by £ 7,300,000 beyond the registered capital of £ 200,000

The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

THE NEW SHARES RANK IN ALL RESPECTS, PARI PASSU WITH  
THE EXISTING SHARES OF £1 EACH IN THE CAPITAL OF THE  
COMPANY.

Please tick here if  
continued overleaf

☐

Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed

*[Signature]*

Designation: SECRETARY Date 25.9.92

Presentor's name, address and  
reference (if any):

For official use

General section

Post room

COMPANIES HOUSE  
8 OCT 1992  
M 63



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

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Companies G123

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