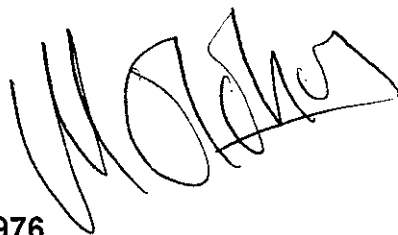


Company No: 1399879



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(as altered by Special Resolution passed 26 July 2000, by Ordinary Resolution dated 10 August 2000, by Ordinary Resolution dated 2 January 2006 and by Ordinary Resolution dated 6 September 2006)

OF

UB HUMBER LIMITED

(name changed from Foamberry Limited to Stowe Frozen Foods Limited by Special Resolution dated 10 December 1979 and then to Young's Seafood Limited by Special Resolution dated 20 June 1996 and then to UB Humber Limited by Special Resolution dated 27 May 1999)

1 The name of the Company is "**UB HUMBER LIMITED**".

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

3 The objects for which the Company is established are:

- (1) To carry on the business as producers, manufacturers, importers, exporters and dealers in commodities, corn, flour, fruit, nuts, tea, coffee, vegetables, sauces, spices, pickles, jams, cheese, sugar, eggs, meat, poultry, fish, oils, starches, gelatines, glucose, bacon, milk, cream, butter, bread, agricultural produce and products, general farm produce, groceries, provisions and foodstuffs and commodities generally.
- (2) To carry on any other business as wholesale and retail grocers and greengrocers, bakers, fishmongers, butchers, poulterers, florists, fruiterers, and general storekeepers.



- (3) To carry on business as confectioners and pastrycooks, restaurant and tea room proprietors, refreshment caterers, wine and spirit merchants, hotel and inn keepers, licensed victuallers, chocolate and sweet manufacturers, coffee grinders, ice cream manufacturers, and generally foodstuffs and provisions of all kinds.
- (4) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (5) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.
- (6) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.
- (7) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.
- (8) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right to user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

- (9) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world.
- (10) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (11) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (12) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.
- (13) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (14) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (15) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.
- (16) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (17) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as

paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

- (19) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (20) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (21) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character.
- (22) 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, and for such purpose to distinguish and separate capital from profits, 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.
- (23) While the Company remains a private company, and subject to the provisions of the Companies Act 1985, to give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985) for any such purpose as is specified in section 151(1) and/or 151(2) of that Act.
- (24) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (25) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4 The liability of the members is limited.

- 5 The share capital of the Company is £100 divided into 100 shares of £1 each*. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other capital special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

* By Ordinary Resolution dated 10 August 2000, the Company's authorised share capital increased from £100 to £55,000,000 by the creation of 54,999,900 ordinary shares of £1 each. By Ordinary Resolution dated 2 January 2006, the Company's authorised share capital increased from £55,000,000 to £90,500,000 by the creation of 35,500,000 ordinary shares of £1 each. By Ordinary Resolution dated 6 September 2006, the Company's authorised share capital increased from £90,500,000 by the creation of 566,917,220 ordinary shares of £1 each.