

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

UB Humber Limited

Passed 26 July 2000

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 2000, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

- (a) The Memorandum of Association of the Company be altered by inserting a new clause 3 (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"; and

- (b) to adopt the Regulations contained in the printed document and marked "A" now produced to the Meeting and for the purposes of identification signed by the Chairman hereof as the Articles of Association and Memorandum of Association of the Company in substitution for and to the existing Articles of Association thereof.

THAT the execution, delivery and performance by the Company [*and the Subsidiaries*] of, and the subsequent exercise of rights under, the Assistance Documents [*and the Subsidiary Assistance Documents to which they are a party*] is in the best interests of the Company [*and the Subsidiaries*].

THAT the giving of financial assistance by the execution of, and the subsequent exercise of rights under, the Assistance Documents [*and the Subsidiary Assistance Documents*], be and is hereby approved.

THAT approval for the Company [*and the Subsidiaries*] to enter into the Assistance Documents [*and the Subsidiary Assistance Documents*] be and is hereby given, notwithstanding that the Company [*and/or the Subsidiaries*] might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.

.....BM.....

Chairman of the Meeting

Registered Office: UB HUMBER LIMITED
UNITED BISCUITS H.Q.
CHURCH ROAD
WEST DRAYTON
MIDDLESEX UB7 7PR

"A"
THE COMPANIES ACTS
COMPANY LIMITED BY SHARES
NEW ARTICLES OF ASSOCIATION
OF
UB HUMBER LIMITED

(Adopted by Special Resolution passed 26 July 2000)

- 1 The following regulations and (subject as hereinafter provided) the regulations contain in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall constitute the regulations of the Company.
- 2 Regulations 10, 11, 24, 75, 77, 78, 84, 87 and 89 to 97 of Table A shall not apply to the Company.
- 3 The Company is a Private Company and accordingly:
 - (A) The Directors may, without assigning any reason, decline to register any transfer of shares.
 - (B) The number of members of the Company (exclusive of persons who are in the employment of the Company and persons who, having been formerly in employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.
 - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

- 4 The share capital of the Company at the date of the adoption of these Articles is £100 divided into 100 Shares of £1 each.
- 5 The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.
- 6 The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in regulation 53 of Table A, and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 of Table A.
- 7 A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.
- 8 Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall be not less than two.
- 9 A director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
- 10 A member or members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.
- 11 The proviso to regulation 79 of Table A shall not apply to the Company.
- 12 The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory and contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or which was a predecessor in the business of the Company or of any such other company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions,

associations, clubs or funds calculated to be/for the benefit of or to advance the interests and well-being of the Company or any such other company as aforesaid or of any such personas as aforesaid, and make payments for or towards the insurance of any such person as aforesaid and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid: Provided that the Directors shall not be entitled without the previous sanctions of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

- 13 A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to remunerate and otherwise as the Directors shall arrange.
- 14 A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company of voting or providing for the payment of remuneration to the directors or officers of such other company.
- 15 No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract, matter or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract, matter or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract, matter or arrangement is first taken into consideration, or if the Director was not at the date of the meeting interested in the proposed contract, matter or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract, matter or arrangement after it is made or arises at the first meeting of the Directors held after he become so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company

shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract, matter or arrangement with such firm or company.

- 16 A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested.
- 17 Any resolution in writing of the Directors may consist of several documents in the like form each signed by one or more of the Directors and Regulation 106 of Table A shall be modified accordingly.
- 18 Any Director or his alternate may validly participate in a meeting of the Board or a committee of the Board through the medium of conference telephone, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting, or by a series of telephone calls from the Chairman of the meeting.
- 19 A person so participating by being present or being in telephone communication with those in the meeting or with the Chairman of the meeting shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the meeting then is.
- 20 A resolution passed at any meeting held in the above manner, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or a committee, as the case may be) duly convened and held.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(as altered by Special Resolution passed 26 July 2000)

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.