

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin



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

\*Insert full name of Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

[ ] 1576522 [ ] [ ]

Name of Company

POURSHINS  
LIMITED

I, KATHLEEN SUSAN KEEPE,

of 47, Brunswick Place,  
LONDON, N1 6EE

do solemnly and sincerely declare that I am a solicitor of the  
Supreme Court of Judicature engaged in the formation  
of POURSHINS  
LIMITED

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent 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 7, Moon Street,London, N1.the 1st day of MayOne thousand nine hundred and Eighty Onebefore me [Signature]

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

Signature of Declarant

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

For official use

New companies section

Post room



Printed &amp; Supplied by:-

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N/C 08 122182  
#50  
1576522/3  
THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

POURSHINS LIMITED

- 14/2
1. The name of the Company is "Pourshins Limited".
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company is established are:-

(a) To carry on business as caterers bakers confectioners tobacconists butcher, fishmongers, dairymen, grocers, poulterers grocers soft drink and fruit juice merchants and to manufacture, buy, sell, refine, prepare, pack, grow, import, export, and deal in provisions of all kinds both wholesale and retail whether solid or liquid and to transact every kind of agency business.

H 63001  
J. G. Bell  
04/06/81  
47

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

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

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so

requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

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.

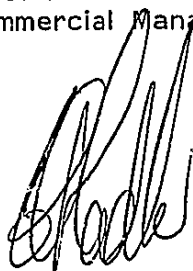
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---



Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX  
Commercial Manager.


- One



Christopher Charles Hadler,  
15, Pembroke Road,  
Bristol. BS99 7DX  
Commercial Manager.

- One

Dated

1st Mar 1981 

Witness to the above Signatures:-

Dawn Bennett,  
15, Pembroke Road  
Bristol. BS99 7DX  
Clerk.

THE COMPANIES ACTS 1948 to 1980

1576522

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

POURSHINS LIMITED.

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. After the initial allotment any shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of



shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. Subject to this Clause the Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17(9) of the Companies Act 1980 Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

## SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause 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".

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

7. Clause 54 in Table A shall be read and construed as if the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

8. Subject to the provisions of the Companies Acts 1948 to 1980, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had

been passed at a General Meeting of the Company; duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members and Clause 73A in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

9. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

#### BORROWING POWERS

10. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and, subject to Section 14 of the Companies Act 1980 if applicable, to grant any mortgage, charge or standard security over 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.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

#### ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at

any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### POWERS OF DIRECTORS

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Table A shall be modified accordingly.

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(s) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

#### INDEMNITY

17. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 Section 448 of the Companies Act 1948 or Section 36 of the Companies Act 1980, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

#### ACCOUNTS

18. The accounts and other documents to be prepared by the Directors under Clause 126 in Table A shall be prepared in accordance with Sections 150 and 157 of the Companies Act 1948 as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and in accordance with Sections 1, 6 and 7 of the Companies Act 1976.

#### TRANSFER OF SHARES

19. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

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

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Names, addresses and descriptions of Subscribers

---




Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.



Christopher Charles Hadler,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

---

Dated

1st May 1981 

Witness to the above Signatures: Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Clerk.

## THE COMPANIES ACTS 1948 TO 1976

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

Company number

1576522

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

Name of Company

POURSHINS

Limited\*

\* delete if  
inappropriateThe intended situation of the registered office of the company  
on incorporation is as stated below

Miller Brenner,

Abbey Life House

1/3 St Paul's Church Yard

London EC4M 8AU

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

HART &amp; CO LTD.

47, BRUNSWICK PLACE

LONDON N1 6EE.

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



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

Name (note 2)	ROY UZIEL MOED	Business occupation	Manager
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	39 FILMER RD LONDON SW6 7JT	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 1/5/81	

Name (note 2)	GARY MYRON MANSEFIELD	Business occupation	Manager
Former name(s) (note 3)		Nationality	British
Address (note 4)	THE WARDENS LODGE PURLEY GARDENS, Reading Berks.	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 1/5/81	

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	



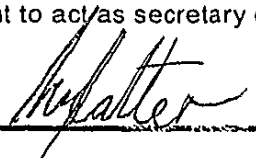
Please do not  
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binding margin



### 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:

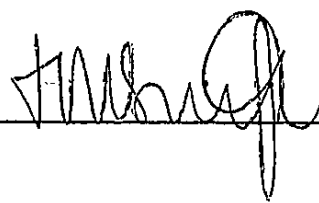
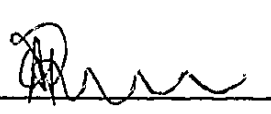
Name (notes 2 & 7)	MAVIS JUNE LATTER	
Former name(s) (note 3)		
Address (notes 4 & 7)	147 BRUNSWICK PLACE, LONDON NW 6EE	
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 1/5/81

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	

\* 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		[Subscriber]† Date 1/5/81
Signature		[Subscriber]† Date 1/5/81

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1576522

I hereby certify that

POURSHINS LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the 27TH JULY 1981

  
Assistant Registrar of Companies

Company No. 1576522

17

THE COMPANIES ACTS 1948 to 1980

Certification

We hereby certify that this print incorporates all alterations made to this Company's memorandum and Articles of Association by filed resolutions and is lodged in compliance with the requirements of the Section 9 of the European Communities Act 1972.

Dated

PLEASE  
SIGN  
HERE

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

POURSHINS LIMITED

1. The name of the Company is "Pourshins 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 carry on business as caterers, bakers, confectioners, tobacconists, butchers, fishmongers, dairymen, grocers, poulterers, grocers, soft drink and fruit juice merchants and to manufacture, buy, sell, refine, prepare, pack, grow, import, export, and deal in provisions of all kinds both wholesale and retail whether solid or liquid and to transact every kind of agency business. ✓



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

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

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so

requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £500,000 divided into 500,000 shares of £1 each. ✓

- 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
--	---

Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX  
Commercial Manager.

- One

Christopher Charles Hadler,  
15, Pembroke Road  
Bristol. BS99 7DX  
Commercial Manager.

- One

Dated the 1st day of May 1981

Witness to the above Signatures:- Dawn Bennett,  
15, Pembroke Road  
Bristol. BS99 7DX  
Clerk.



# THE COMPANIES ACTS 1948 to 1980

## COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

#### POURSHINS LIMITED

#### PRELIMINARY

1. The Regulations contained or Incorporated In Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

#### ALLOTMENT OF SHARES

2. After the Initial allotment any shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of

shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. Subject to this Clause the Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17(9) of the Companies Act 1980 Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

## SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause 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".

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

7. Clause 54 in Table A shall be read and construed as if the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

8. Subject to the provisions of the Companies Acts 1948 to 1980, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had

been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members and Clause 73A in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

9. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

#### BORROWING POWERS

10. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and, subject to Section 14 of the Companies Act 1980 if applicable, to grant any mortgage, charge or standard security over 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.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

#### ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at

any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### POWERS OF DIRECTORS

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Table A shall be modified accordingly.

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(s) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

#### INDEMNITY

17. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 Section 448 of the Companies Act 1948 or Section 36 of the Companies Act 1980, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

#### ACCOUNTS

18. The accounts and other documents to be prepared by the Directors under Clause 126 in Table A shall be prepared in accordance with Sections 150 and 157 of the Companies Act 1948 as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and in accordance with Sections 1, 6 and 7 of the Companies Act 1976.

#### TRANSFER OF SHARES

19. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

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

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Names, addresses and descriptions of Subscribers

---

Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

Christopher Charles Hadler,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

---

Dated the 1st day of May 1981

Witness to the above Signatures: Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Clerk.

20/6  
Company No. 1576522 / 13

THE COMPANIES ACTS 1948-1980

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

- of -

POURSHINS LIMITED

Passed the 10th day of February 1984

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At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company convened and held at the registered office of the Company on the 10th day of February 1984 the following ORDINARY RESOLUTION WAS DULY PASSED :-

That the authorised capital of the company be increased from £10,000 to £500,000 by the creation of a further 490,000 shares of £1 each to rank pari passu with the existing shares in the capital of the company.



..... *[Signature]* .....  
CHAIRMAN



## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

1576522

Name of Company

POURSHINS

Limited\*

\*delete if  
inappropriate+delete as  
appropriate

## 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

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary/special] resolution of the company dated 10th February 1984the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 490,000 beyond the registered capital of £ 10,000A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
490,000	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:To rank *pari passu* with existing shares in the capital of the Company.Please tick here if  
continued overleaf+delete as  
appropriatePLEASE  
SIGN  
HERE

Signed

[Director] [Secretary] Date 10. . 1984Presentor's name, address and  
reference (if any):For official use  
General section

P633.7  
020585

COMPANY NO: 1576522

THE COMPANIES ACTS 1948-1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
and ORDINARY RESOLUTIONS  
- of -

POURSHINS LIMITED

Passed the 16<sup>th</sup> day of May 1985.



At an EXTRAORDINARY GENERAL MEETING of the Members of the above  
named Company convened and held at 4 Girling Way, Great South  
West Road, Feltham Middlesex TW14 0PH on the 16<sup>th</sup> day of  
May 1985 the following RESOLUTIONS WERE DULY PASSED:-

AS ORDINARY RESOLUTIONS

(1) That £35,000 standing to the credit of the Company's Profit and Loss Account be capitalised and applied in making payment in full at par of 35,000 Ordinary Shares of £1 each, in the proportions set out below, and

(2) That a further 5,000 Ordinary Shares of £1 each be allotted subject to payment in full at par in the proportions set out below

As a SPECIAL RESOLUTION

(3) That pursuant to S18 of the Companies Act 1980 the provisions of S17 of that Act shall not apply to the above allotments.

  
CHAIRMAN

## Notice of passing of resolution removing an auditor

386

Please do not  
write in  
this margin

Pursuant to section 386 of the Companies Act 1985

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

To the Registrar of Companies

For official use

**Company number**

1576522

\* insert full name  
of company

Name of company

\* **POURSEHINS LIMITED**

gives notice that by a resolution passed at a general meeting of the company

on 11 January 19 88

§ insert name  
and address of  
removed auditor(s)

\$ Messrs Coopers & Lybrand

of Plumtree Court, London EC2A 4HT

Postcode:

was removed as auditor before the expiration of his term of office, with effect from  
(the passing of the resolution)0

o delete or  
complete as  
appropriate

---

† delete as appropriate

Signed

[Director][Secretary]† Date 11.1.88

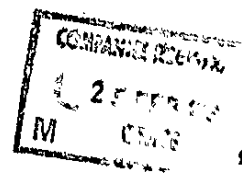
PRINTED AND SUPPLIED BY  
**Jordanians**  
JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1C 6EL  
TELEPHONE 01 253 3630  
FAX 01 253 3610

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

WALGATE SERVICES LTD.  
WALGATE HOUSE  
25 CHURCH STREET  
BASINGSTOKE  
HANTS. RG21 1QQ

For official Use  
General Section

Post room



COMPANY NO 1576522

THE COMPANIES ACTS 1948 - 1980

COMPANY LIMITED BY SHARES

RESOLUTIONS OF POURSHINS LIMITED

(Passed 25<sup>th</sup> May 1988)

At an Extraordinary General Meeting of the Company held at Unit 4, Girling Way, Great South West Road, Feltham, Middlesex TW14 0PH on 25<sup>th</sup> May 1988 the Resolutions set out below were passed as **SPECIAL RESOLUTIONS**

1. That the Articles of Association of the Company be altered by the addition following Article 20 in the existing Articles of Association of the Company of the new Article 21 set out in the document annexed hereto marked 'A' and initialled for the purposes of identification by the Chairman of this meeting.
2. That the Executive Share Option Scheme ("the Scheme") the rules of which are set out in the appendix to the circular letter to Members dated 16<sup>th</sup> May 1988 which accompanied the Notice convening this meeting be and is hereby approved and adopted to the intent that such approval shall insofar as is necessary operate by way of alteration of the Articles of Association of the Company. That the Directors be and are hereby authorised to do all such acts and things necessary or expedient for the purpose of carrying the scheme into effect (including but without prejudice to the generality of the foregoing making such amendments)
3. That the Directors be and are hereby generally and unconditionally authorised to allot shares in the Company to such executives in satisfaction of the options to be granted in accordance with the Scheme up to a maximum of 50,000 Ordinary Shares of 10 pence each in the capital of the Company and the authority hereby given shall not be subject to the provisions of clause 2 of the Articles of Association of the Company requiring the directors to first offer the shares to be allotted to the members in the proportion which is, as nearly as may be, equal to the number of existing shares held by them respectively.

*[Signature]*  
CHAIRMAN



Ref: ALW/POURSHIN25 (4.5.88)

*2/2/10*

"A"

21. (a) Any person ("the Proposing Transferor") proposing to transfer any shares shall give notice in writing ("the Transfer Notice") to the Company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The Transfer Notice shall constitute the Company the agent of the Proposing Transferor for the sale of all (but not some only of) the shares comprised in the Transfer Notice to any Member or Members at the price specified therein or at the fair value certified in accordance with paragraph (c) below (whichever shall be the lower). A Transfer Notice shall not be revocable except with the sanction of the Directors.
- (b) The shares comprised in any Transfer Notice shall be offered in the first instance to the members (other than the Proposing Transferor) as nearly as may be in proportion to the number of shares held by them respectively. The offer shall be made by notice in writing ("the Offer Notice") within seven days after the receipt by the Company of the Transfer Notice. The Offer Notice shall state the price per share specified in the Transfer Notice and shall limit the time in which the offer may be accepted, not being less than twenty-one days nor more than forty-two days after the date of the Offer Notice, provided that if a certificate of fair value is requested under paragraph (c) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the Company to the members or until the expiry of the period specified in the Offer Notice whichever is the later. For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company. The Offer Notice shall further invite each member

to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the members in proportion to their existing holdings, the same shall be offered to the members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the directors may think fit.

- (c) Any member may, not later than eight days after the date of the Offer Notice, serve on the company a notice in writing requesting that the auditor for the time being of the company (or at the discretion of the auditor, a person nominated by the President for the time being of the Institute of Chartered Accountants in the country of the situation of its registered office) certify in writing the sum which in his opinion represents the fair value of the shares comprised in the Transfer Notice as at the date of the Transfer Notice and for the purpose of this article reference to the auditor shall include any person so nominated. Upon receipt of such notice the Company shall instruct the auditor to certify as aforesaid and the costs of such valuation shall be apportioned among the Proposing Transferor and the purchasing members or borne by any one or more of them as the auditor in his absolute discretion shall decide. In certifying the fair value as aforesaid the auditor shall be considered to be acting as an expert and not as an arbitrator or

arbitrator and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the auditor, the Company shall by notice in writing inform all members of the fair value of each share and of the price per share (being the lower of the price specified in the Transfer Notice and the fair value of each share) at which the shares comprised in the Transfer Notice are offered for sale. For the purpose of this article the fair value of each share comprised in the Transfer Notice shall be its value as a rateable proportion of the total value of all the issued shares of the Company and shall not be discounted or enhanced by reference to the number of shares referred to in the Transfer Notice

- (d) If purchasing members shall be found for all the shares comprised in the Transfer Notice within the appropriate period specified in paragraph (b) above, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the Sale Notice") to the Proposing Transferor specifying the purchasing members and the Proposing Transferor shall be bound upon payment of the price due in respect of all the shares comprised in the Transfer Notice to transfer the shares to the purchasing members
- (e) If in any case the Proposing Transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member. The Company shall pay the purchase money into a separate bank account.
- (f) If the Company shall not give the Sale Notice to the Proposing Transferor within the time specified

in paragraph (d) above, he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty to transfer all or any of the shares comprised in the Transfer Notice to any person or persons but in that event the directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any such transfer and clause 24 in Table A shall, for these purposes, be modified accordingly.

(g) In the application of clauses 29 to 31 (inclusive) in Table A to the company:

- (i) any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall give a Transfer Notice before he elects in respect of any share to be registered himself or to execute a transfer
- (ii) if a person so becoming entitled shall not have given a Transfer Notice in respect of any share within six months of the death or bankruptcy, the directors may at any time thereafter upon resolution passed by them give notice requiring such person within thirty days of such notice to give a Transfer Notice in respect of all the shares to which he has so become entitled and for which he has not previously given a Transfer Notice and if he does not do so he shall at the end of such thirty days be deemed to have given a Transfer Notice pursuant to paragraph (a) of this article relating to those shares in respect of which he has not done so
- (iii) where a Transfer Notice is given or deemed to be given under this paragraph (g) and no price per share is specified therein the Transfer Notice shall be



deemed to specify the sum which shall, on the application of the directors, be certified in writing by the auditors in accordance with paragraph (c) of this article as the fair value thereof.

- U.S.A.*  
\*  
(h) If any shares are held by a director or employee of the Company or of any other company of which it has control and then cease to be so held the holder shall be deemed, immediately following such cessation, to have served a Transfer Notice in respect of the shares pursuant to paragraph (a) above
- (i) If any person or in the event of his death his legal representative acquires shares pursuant to a right or interest obtained by that person as a director or employee of the Company and that person is not (or has ceased to be) a director or employee of the Company, that person or if he has died his legal representative shall be deemed, (without prejudice to the generality of paragraph (h) above) immediately following his acquisition of the shares, to have served a Transfer Notice in respect of the shares acquired when that person is not or has ceased to be a director of the Company pursuant to paragraph (a) above

\* "on or after the date of adoption of this article 21"

*U.S.A.*

COMPANY NO: 1576522

THE COMPANIES ACTS 1948 - 1980

COMPANY LIMITED BY SHARES

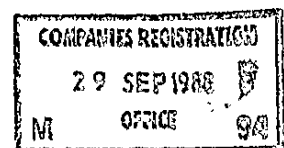
RESOLUTIONS OF POURSHINS LIMITED

(Passed 5th September 1988)

At an Extraordinary General Meeting of the Company held at Unit 4, Girling Way, Great South West Road, Feltham, Middlesex, TW14 OPH on 5th September 1988 the Resolutions set out below were passed as SPECIAL RESOLUTIONS

1. That the Company, being a private company, should be re-registered as a public company as defined in section 1 of the Companies Act 1985.
2. That the Company's Memorandum of Association be altered so that it states that the name of the Company is Pourshins PLC and that the Company is a public company and that the print of the Memorandum of Association of the Company as so altered produced to the meeting and for the purpose of identification signed by the Chairman hereof be approved and adopted.
3. That the new articles of association set out in the document marked "A" annexed to the Notice convening this meeting be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles of the Company.

  
CHAIRMAN





COMPANIES FORM No. 43(3)

**Application by a private  
company for re-registration  
as a public company**

**43(3)**

Please do not  
write in  
this margin

Pursuant to section 43(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

1576522

Name of company

\* insert existing full  
name of company

\* POURSHINS LIMITED

o insert full name of  
company amended  
to make it appropriate  
for this company as  
a public limited  
company

applies to be re-registered as a public company by the name of o POURSHINS PLC

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e) )
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it
- 5 Copy of any valuation report.†

§ delete if section 44  
of the Act does not  
apply

† delete as  
appropriate

Signed

[Director] [Secretary] † Date 27.9.88.

Presenter's name address and  
reference (if any):

For official Use  
General Section

Post room



No. of Company 1576522

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

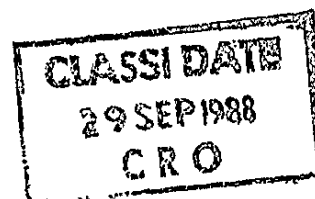
MEMORANDUM AND ARTICLES  
OF ASSOCIATION

- of -

POURSHINS PLC

(Incorporated the 27th day of July 1981)

Walters Fladgate  
Walgate House  
25 Church Street  
Basingstoke  
Hampshire RG21 1QQ  
Tel: 0256 463044  
Ref: ALW/POURSHIN42 (28.09.88)



*U. 1026*

## THE COMPANIES ACTS 1948 to 1980

## PUBLIC COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION OF

## POURSHINS PLC

1. The name of the Company is "Pourshins PLC".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on business as caterers, bakers, confectioners, tobacconists, butchers, fishmongers, dairymen, grocers, poulterers grocers, soft drink and fruit juice merchants and to manufacture, buy, sell, refine, prepare, pack, grow, import, export, and deal in provisions of all kinds both wholesale and retail whether solid or liquid and to transact every kind of agency business.
  - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
  - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
  - (e) To acquire or undertake the whole or any part of the business,

goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any government or authority

(supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Coters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company

or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £500,000 divided into 500,000 shares of £1 each.



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
--	--

---

Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX  
Commercial Manager

- One

Christopher Charles Hadler,  
15, Pembroke Road  
Bristol. BS99 7DX  
Commercial Manager

- One

---

Dated the 1st day of May 1981

Witness to the above Signatures:- Dawn Bennett,  
15, Pembroke Road  
Bristol. BS99 7DX  
Clerk.

AUDITORS' REPORT TO THE MEMBERS OF  
POURSHINS LIMITED

We have audited the accounts set out on pages 4 to 18 in accordance with approved Auditing Standards.

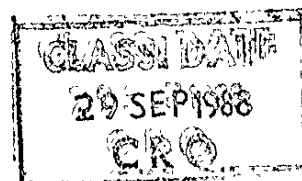
In our opinion the accounts give a true and fair view of the state of affairs of the company and of the group at 28 May 1988 and of the profit and source and application of funds of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

LONDON

14th September, 1988

*Peter Munnich McIntosh*

Chartered Accountants





Peat Marwick McLintock

PO Box 486  
1 Puddle Dock  
Blackfriars  
London EC4V 3PD

Telephone 01-236 8000  
Telex 8811541 PMMLON G  
Telefax 01-248 6552 (Group 3)  
Cables Veritatem London EC4  
DX 38050 Blackfriars

AUDITORS STATEMENT TO THE DIRECTORS

OF POURSHINS LIMITED

PURSUANT TO SECTION 43 (3)(b) OF THE COMPANIES ACT 1985

We have examined the balance sheet of Pourshins Limited as at 28 May 1988, which formed part of the financial statements of the company for the year then ended audited by us. The scope of our work for the purpose of this statement was limited to an examination of the relationship of amounts stated in the audited balance sheet in connection with the company's proposed re-registration as a public company.

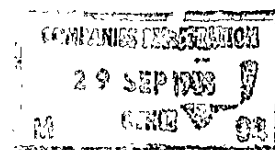
In our opinion, the balance sheet shows that at 28 May 1988 the amount of the company's net assets was not less than the aggregate of its called up share capital and undistributable reserves.

*Peat Marwick McLintock*

LONDON

20 September 1988

Chartered Accountants



Member firm of  
Wynfield Peat Marwick Goendeler

Authorised to carry Government business by the Institute of Chartered Accountants  
in England & Wales

The address for the purposes of Section 4 Business Names Act 1985 is 1 Puddle Dock,  
Blackfriars, London EC4V 3PD at which a list of partners' names is available for inspection





COMPANIES FORM No. 43(3)(e)

**Declaration of compliance  
with requirements by a  
private company on application  
for re-registration as a public  
company**

**43(3)(e)**

Please do not  
write in this margin

Pursuant to section 43(3)(e) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

1576522

Name of company

\* POURSHINS LIMITED

\* insert full name  
of company

I, Gerald Wilkin Finley  
of 'Grevgates', Warren Road, Crowborough, East Sussex.

† delete as  
appropriate

§ insert date

[the secretary] ~~and I~~ of the company, do solemnly and sincerely declare that:  
1 the company, on 5th September 1988, passed a special resolution  
that the company should be re-registered as a public company;  
2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;  
3 between the balance sheet date and the application for re-registration, there has been no change in  
the company's financial position that has resulted in the amount of its net assets becoming less than  
the aggregate of its called-up share capital and undistributable reserves.  
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 4 Girling Way  
Great South West Road,  
Feltham, Middlesex,

Declarant to sign below

the Fifth day of September  
One thousand nine hundred and Eighty Eight

before me

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

PRINTED AND SUPPLIED BY

**Jordans**

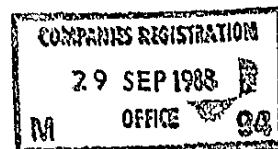
JOP YAH & SONS LIMITED  
25, NEWBURY PLACE  
LONDON EC1A 3DF  
TELEPHONE 01-253 3030



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

For official Use  
General Section

Post room



FOURSHINS LIMITED

MINUTES OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY

HELD AT: Unit 4, Girling Way, Great South West Road, Feltham, Middlesex,  
TW14 0PH

ON: 5th September 1988

PRESENT: R. U. Moed

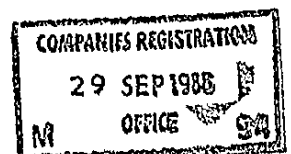
IN ATTENDANCE: T. N. Chamberlain, D. Kilshaw, G. W. Finley

1. R. U. MOED was appointed Chairman of the meeting and proxy to all other shareholders.
2. Consent to the convening of the meeting at short notice signed by all the members of the Company was placed before the meeting.
3. The Chairman proposed the following resolutions as Special Resolutions:-
  1. That the Company, being a private company, should be re-registered as a public company as defined in Section 1 of the Companies Act 1985.
  2. That the Company's Memorandum of Association be altered so that it states that the name of the Company is Pourshins PLC and that the Company is a public company and that the print of the Memorandum of Association of the Company as so altered produced to the meeting and for the purpose of identification signed by the Chairman hereof be approved and adopted.
  3. That the new articles of association set out in the document marked "A" annexed to the Notice convening this meeting be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles of the Company.

The Chairman declared the resolutions passed as Special Resolutions.

4. There being no further business the meeting was concluded.

  
CHAIRMAN



# FILE COPY



CERTIFICATE OF INCORPORATION  
ON RE-REGISTRATION OF PRIVATE COMPANY  
AS A PUBLIC COMPANY

No. 1576522

I hereby certify that

POURSHINS LIMITED

formerly registered as a private company has this day  
been re-registered under the Companies Act 1985 as a  
public company under the name of

POURSHINS PLC

and that the company is limited.

Given under my hand at Cardiff the 3RD OCTOBER 1988

A handwritten signature in dark ink, appearing to read 'J.R. Dwyer'.

An Authorised Officer

**G**

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

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

1576522

Name of company

\* FOURSHINS PLC

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 6th December 1988 the nominal capital of the company has been  
increased by £ 1,500,000 beyond the registered capital of £ 500,000.

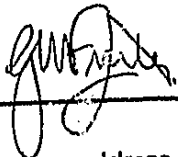
A copy of the resolution authorising the increase is attached.<sup>s</sup>

<sup>s</sup> the copy must be  
printed or in some  
other form approved  
by the registrar

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 follow:

Please tick here if  
continued overleaf☐† delete as  
appropriate

Signed



[Director][Secretary]† Date

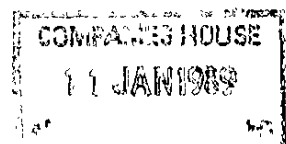
6.12.88

Presenter's name address and  
reference (if any):

WALGATE SERVICES LTD.  
WALGATE HOUSE  
25 CHURCH STREET  
BASINGSTOKE  
HANTS. RG21 1QQ

For official Use  
General Section

Post room



STL Law Forms

Stock reference 2506 (5/86)

Printed &amp; published by Services to Lawyers Limited.



# G

COMPANIES FORM No. 122

# 122

## Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Please do not  
write in  
this margin

Pursuant to section 122 of the Companies Act 1985

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

\* Insert full name  
of company

To the Registrar of Companies

For official use

Company number

--	--	--	--

1576522

Name of company

\* FOURSHINS PLC

gives notice that:

By an Ordinary Resolution dated the *Sixth* day of *December* 1988 the Share Capital of the Company comprising 2,000,000 Ordinary Shares of £1 each was divided into 20,000,000 Ordinary Shares of 10 pence each and each one pound share was converted into ten shares of ten pence each.

† delete as  
appropriate

Signed

[Director][Secretary]† Date

6.12.88.

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SON LIMITED  
JORDAN HOUSE,  
BRUNSWICK PLACE  
LONDON EC1A 3BE  
TELEPHONE 071 2030  
FAX 071 2030



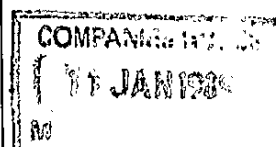
Presenter's name address and  
reference (if any):

WALGATE SERVICES LTD.  
WALGATE HOUSE  
25 CHURCH STREET  
BASINGSTOKE  
HANTS. RG21 1QQ

For official Use

General Section

Post room



1576522  
Certified a true copy of the  
original Members' Resolution  
Filed in the Company's statutory  
Books.  
Radgate Fieldes, Solicitors  
30<sup>th</sup> October 1989.

THE COMPANIES ACT 1985

COMPANY NAME: POURSHINS PLC

COMPANY NUMBER: 1576522

MEMBERS RESOLUTION (Ref: GWF/d1/GF2333)

(Pursuant to Regulation 53 contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985)

Dated 19th September 1989

RESOLVED

SPECIAL RESOLUTION - Revocation of approval of Approved Share Option Scheme

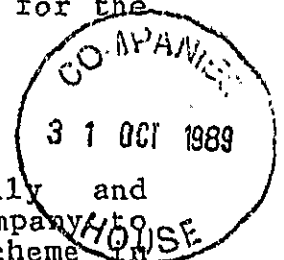
That the approval and adoption of the Approved Share Option Scheme approved and adopted by Special Resolution of the Company passed at an Extraordinary General Meeting on 25th May 1988 be and is hereby revoked to the intent that the revocation of such approval shall insofar as is necessary operate by way of alteration of the Articles of Association of the Company and that the authority of the Directors to do all acts and things necessary for the purpose of carrying the aforesaid Scheme into effect also be revoked.

SPECIAL RESOLUTION - Executive Share Option Scheme

That the Executive Share Option Scheme ("the Scheme") the rules of which are set out in document marked 'A' annexed to this Members' Resolution be and is hereby approved and adopted to the intent that such approval shall insofar as is necessary operate by way of alteration of the Articles of Association of the company and that the Directors be and are hereby authorised to do all such acts and things necessary or expedient for the purpose of carrying the Scheme into effect.

SPECIAL RESOLUTION - Authority to issue shares


That the Directors be and are hereby generally and unconditionally authorised to allot shares in the Company to executives to whom options are granted under the Scheme in satisfaction of the options to be granted in accordance with the Scheme up to a maximum of 50,000 ordinary 10 pence shares in the capital of the Company and the authority hereby given shall not be subject to the provisions of Section 89(1) Companies Act 1985.





We, the undersigned, being all the members of the above Company, for the time being entitled to receive notice of, attend and vote at general Meetings, hereby unanimously pass the above resolutions (Ref: GWF/dl/GF2333) and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

PAUL HARRY MOED

FERICO TRUST LIMITED  
ON BEHALF OF FERICO  
TRUST LIMITED AND P  
H MOED

  
ROY UZIEL MOED ON BEHALF  
OF R U MOED, D M MOED &  
C BOUNDY (RUM 1)

  
ROY UZIEL MOED ON  
BEHALF OF R U MOED  
D M MOED & C BOUNDY  
(RUM 2)

  
ROY UZIEL MOED ON BEHALF  
OF R U MOED, D M MOED &  
C BOUNDY (RUM 3)

GARY MYRON MANSFIELD  
ON BEHALF OF G M  
MANSFIELD, G A  
MANSFIELD & A WILKIN

GARY MYRON MANSFIELD

RULES OF THE POURSHINS PLC

EXECUTIVE OPTION SCHEME

1.1 Definitions

In these Rules the following words and expressions shall have the following meanings.

- |                            |   |   |
|----------------------------|---|---|
| "Adoption Date"            | - | the date on which the Scheme is adopted by the Board.   |
| "Auditors"                 | - | the auditors for the time being of the Company (acting as experts and not as arbitrators).  |
| "Board"                    | - | the Board of Directors of the Company.  |
| "Board Performance Target" | - | an objective target which is determined by the Board and prior to the grant of an Option in respect of which the performance target is applicable, has been notified to the Eligible Employee by means of an appendix to the certificate under which the Option is granted. |
| "Company"                  | - | Pourshins PLC.  |
| "Control"                  | - | has the same meaning as in section 840 of the Income and Corporation Taxes Act 1988.  |
| "Date of Grant"            | - | the date on which either an Option is, was or is to be granted under the Scheme.  |
| "Eligible Employee"        | - | any director or employee of any Participating Company who is selected by the Board, at its absolute   |

discretion, to participate in the Scheme.

"Option"

- a right to subscribe for Shares which has either been granted (or is to be granted) pursuant to Rules 2.2.

"Ordinary Shares in the  
Equity Share Capital  
of the Company"

- any issued shares, voting or non-voting, in the Company other than those shares the holders whereof have a right to a dividend at a fixed rate but have no other right to share in the profits of the Company.

"Participating Company"

- the Company and any other company of which the Company has Control (and which is a subsidiary of the Company within the meaning of section 736 Companies Act 1985) and which is for the time being nominated by the Board to be a Participating Company.

"Scheme"

- The executive option scheme constituted and governed by these rules as from time to time amended.

"Share"

- an ordinary share in the capital of the Company.

"Subscription Price"

- the price at which each Share subject to an Option may be acquired on the exercise of that Option being, subject to Rule 6, the higher of or equal to:

(i) the nominal value of a Share;

and

(ii) a price determined, at its absolute discretion, by the Board.

"Subsisting Option" - an Option which has neither lapsed nor been exercised.

1.2 In this Scheme, except insofar as the context otherwise requires,

(i) words denoting the singular shall include the plural and vice versa;

(ii) words denoting the masculine gender shall include the feminine gender;

(iii) reference to any enactment shall be construed as a reference to that enactment as from time to time amended, modified, extended or re-enacted.

## 2. Grant of Options

2.1 Options may be granted under this Scheme under the provisions of Rule 2.2 below.

2.2 At any time or times after the Adoption Date and not later than the tenth anniversary of the Adoption Date, the Board may in its absolute discretion select any number of individuals who may at the intended Date of Grant be Eligible Employees and make grants of Options to acquire Shares in the Company to these individuals. Options shall be granted to Eligible Employees by the issue of a certificate of option under the Common Seal of the Company in such form, not inconsistent with these Rules, as the Board may determine which shall specify:

(i) the maximum number of Shares over which that individual has an Option, being determined at the absolute discretion of

the Board; and

- (ii) the Subscription Price at which Shares may be acquired on the exercise of the Option then granted.

2.3 No Option may be transferred, assigned or charged and any purported transfer, assignment or charge shall be void ab initio. Each option certificate shall carry a statement to this effect. For the avoidance of doubt, this rule shall not prevent the Option of a deceased Option holder being exercised by his personal representatives within the terms of these Rules.

### 3. Limitations on Grants

3.1 No Option shall be granted pursuant to Rule 2.2 above if such grant would result in the aggregate of:

- (i) the number of Shares over which Subsisting Options have been granted under this Scheme; and
- (ii) the number of Shares which have been issued on the exercise of Options granted under this Scheme; and
- (iii) the number of Ordinary Shares in the Equity Share Capital of the Company over which subsisting options (that is options that have not been exercised and have not lapsed) have been granted under any other share option scheme during the period of 10 years ending on the relevant Date of Grant; and
- (iv) the number of Ordinary Shares in the Equity Share Capital of the Company which have been issued pursuant to any employee share option scheme or subscribed out of profits to a profit sharing scheme during the period of 10 years ending on the relevant Date of Grant

exceeding 10% of the Ordinary Shares in the Equity Share Capital in issue on the last Working Day before Date of Grant.

4. Exercise of Options

4.1 Subject to Rule 7 below any Option which has not lapsed may be exercised by the Option holder or, if deceased, his personal representative in whole or in part after the attainment of the Board Performance Target, if any, at the time of or at any time following the occurrence of the earliest of the following events :

- (i) the third anniversary of the Date of Grant;
- (ii) upon the Option holder ceasing to be a director or employee of any and all Participating Companies of which he was, prior to the cessation, a director or employee by reason of death, incapacity or redundancy;
- (iii) an opportunity to exercise the Options pursuant to Rule 5;
- (iv) upon the Option holder ceasing to be a director or employee of any and all Participating Companies of which he was, prior to the cessation, a director or employee by reason of the company or companies of which he is an Eligible Employee ceasing to be a Participating Company or Companies.
- (v) at the discretion of the Board.

4.2 An Option shall lapse on the earliest of the following events:

- (i) the seventh anniversary of the Date of Grant;
- (ii) the expiry of a period of six months following the Option holder ceasing to be a director or employee of any and all Participating Companies of which he was, prior to the cessation, a director or employee by reason of death, incapacity or redundancy;
- (iii) end of the period of exercisability in Rule 5;
- (iv) the Option holder being adjudicated bankrupt;



- (v) the surrender or release of the Option by the Option holder;
- (vi) in the circumstances of Rule 4.1(v), at the end of the period stated by the Board upon the exercise of its discretion, failing which the seventh anniversary of the Date of Grant.

## 5. Takeovers and Liquidations

### 5.1 If any person obtains Control of the Company as a result of making:

- (i) a general offer to acquire the whole of the issued share capital of the Company which is unconditional or which is made on a condition such that if it is satisfied the person making the offer will have Control of the Company; or
- (ii) a general offer to acquire all the shares in the Company which are of the same class as Shares subject to a Subsisting Option

then the Board shall endeavour to notify all Option holders of the offer in accordance with Rule 8.5. Any Subsisting Option which is not at that time exercisable under Rules 4.1(i)(ii)(iv) or (v) may be exercised from the date of the receipt of that notification up to the expiry of a period ending sixty days from the time when the person making the offer has obtained Control of the Company and any condition subject to which the offer is made has been satisfied.

5.2 If under Section 425 of the Companies Act 1985 the Court sanctions a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, any Subsisting Option which is not at that time exercisable under Rules 4.1(i)(ii)(iv) or (v) may be exercised within sixty days of the Court sanctioning the compromise or arrangement.

5.3 If any person becomes bound or entitled to acquire shares in the

Company under sections 428 to 430 of the said Act of 1985 any Subsisting Option which is not at that time exercisable under Rules 4.1(i)(ii)(iv) or (v) may be exercised at any time when that person remains so bound or entitled.

- 5.4 If the Company passes a resolution for voluntary winding up, any Subsisting Option which is not at that time exercisable under Rules 4.1(i)(ii)(iv) or (v) may be exercised within sixty days of the passing of the resolution.
- 5.5 The periods of exercisability under Rule 4.1(iii) and the date of lapse under Rule 4.2(iii) are those of whichever of the pre-conditions of Rules 5.1, 5.2 or 5.3 are first achieved. The subsequent achievement of any other pre-conditions will not cause a period of exercisability to begin nor a date of lapse to arise.
- 5.6 For the purpose of this Rule 5 a person shall be deemed to have obtained Control of a Company if he and others acting in concert with him have together obtained Control of it.
- 5.7 The exercise of an Option pursuant to the preceding provisions of this Rule 5 shall be subject to the provisions of Rule 7 below.
6. Variation of Share Capital

In the event of any capitalisation or rights issue or any consolidation, sub-division or reduction of capital by the Company, the number of Shares subject to any Option the total number of Shares subject to the Scheme and the Subscription Price for each of those Shares shall be adjusted in such manner as the Auditors confirm in writing to be, in their opinion, fair and reasonable provided that:

- (i) the aggregate amount payable on the exercise of an Option in full is not increased; and
- (ii) the Subscription Price for a Share is not reduced below its nominal value.

7. Manner of exercise of Options

- 7.1 No Option may be exercised at any time when the shares which may be thereby acquired are not Shares as defined in Rule 1.1.
- 7.2 An Option shall be exercised by the Option holder, or as the case may be his personal representatives, giving notice to the Company in writing the number of Shares in respect of which he wishes to exercise the Option accompanied by the appropriate payment and the relevant option certificate and shall be effective on the date of its receipt by the Company.
- 7.4 Shares shall be allocated and issued pursuant to a notice of exercise within 30 days of the date of exercise. Save for any rights determined by reference to a record date preceding the date of allotment, such Shares shall rank pari passu with the other Shares of the same class in issue at the date of allotment. Where the Shares of the Company are listed on The Stock Exchange or become so listed the Company will apply to The Council of The Stock Exchange for any Shares in respect of which an Option has been or is to be exercised to be permitted to be admitted to the Official List.
- 7.5 When an Option is exercised only in part, the balance shall remain exercisable on the same terms as originally applied to the whole Option and a new option certificate shall be issued accordingly by the Company as soon as possible after the partial exercise.

8. Administration and Amendment

- 8.1 The Scheme shall be administered by the Board of the Company whose decision on all disputes shall be final saving where the Rules require the concurrence of the Auditors.
- 8.2 The Board of the Company may from time to time amend these Rules provided that no amendment may detrimentally affect an Option holder as regards an Option granted prior to the amendment being

made;

8.3 The cost of establishing and operating the Scheme shall be borne by the Participating Companies in such proportions as the Board shall determine.

8.4 Any notice or other communication under or in connection with the Scheme may be given by the Company either personally or by post and to the Company either personally or by post to the Company Secretary; items sent by post shall be pre-paid and shall be deemed to have been received 72 hours after posting.

8.5 The Company shall at all times keep available sufficient authorised and unissued Shares to satisfy the exercise to the full extent still possible of all Options which have neither lapsed nor been fully exercised, taking account of any other obligations of the Company to issue unissued Shares.

9. Headings and Captions

The headings and captions herein are provided for reference and convenience only, shall not be considered part of the Scheme, and shall not be employed in construction of the Scheme.

10. Miscellaneous

10.1 The rights and obligations of any individual under the terms of his office or employment with any Participating Company shall not be affected by his participation in the Scheme or any right which he may have to participate therein, and an individual who participates therein shall waive any and all rights to compensation or damages in consequence of the termination of his office or employment for any reason whatsoever insofar as those rights arise or may arise from his ceasing to have rights under or be entitled to exercise any option under the Scheme as a result of such termination.

10.2 The existence of the Option shall not affect in any way the right or power of the Company or its shareholders to make or authorise any or all adjustments, recapitalisations, reorganizations or other

changes in the Company's capital structure of its business, or any merger or consolidation of the Company, or any issue of bonds, debentures, preferred or prior preference stocks ahead of or convertible into, or otherwise affecting the Shares or the rights thereof, or the dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise.

RCT/CHV/SJN

P:\CHV\SOS\POUSHIN

G

**Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests**

Pursuant to section 244 of the Companies Act 1985 as inserted by section 11 of the Companies Act 1989

Please do not write in this margin

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

\* insert full name of company

† delete as appropriate

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

To the Registrar of Companies  
(Address overleaf)

Company number

1576522

Name of company

\* POURSHINS PLC.

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

3 1 0 5 1 9 9 0

Signed

*G. F. L. J.*

Designation‡

Secretary.

Date 17.12.90

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presenter's name address  
telephone number and reference (if any):

POURSHINS PLC  
4, GIRLING WAY,  
GREAT SOUTH WEST RD.  
FELTHAM  
MIDDLESEX. TW14 0PH.

For official use  
D.E.B.

Postroom 1 DEC 1990

101 16

## Return by a company purchasing its own shares

169

**Pursuant to section 169 of the Companies Act 1985**

Please do not  
write in  
this margin

**To the Registrar of Companies**

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

**For official use**

Company number

— — — — —

1576522

\* insert full name  
of company

Name of company

\* POURSHINS PLC

### Note

**This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company**

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY		
Number of shares purchased	28,500		
Nominal value of each share	£0-10		
Date(s) on which the shares were delivered to the company	2.4.91		
Maximum prices paid for each share	£1-37		
Minimum prices paid for each share	£1-36		

**§ A private company  
is not required to  
give this information**

The aggregate amount paid by the company for the shares to which this return relates was:

£ 39,000

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£ 195

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

**Signed**

Designation#

Date 5.4.91.

Presentor's name address and  
reference (if any)  
**FLADGATE FIELDER**  
WALGATEHOUSE  
25 CHURCH STREET, BASINGSTOKE  
HANTS RG21 1QQ  
TEL 0256 468044  
DX 3022 BASINGSTOKE

For official Use  
General Section

## Postscript

2015-11-11 14:00

COMPANY NUMBER 1576522

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF POURSHINS PLC

(Passed 2nd April 1991)

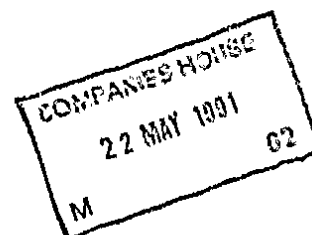
AT AN ANNUAL GENERAL MEETING of the Members of the Company duly convened and held at 4 Girling Way, Great South West Road, Feltham, Middlesex on 2nd April 1991 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:

The Company be and is hereby authorised to enter into a contract for the purchase of 28,500 ordinary shares of £0.10 each in the capital of the Company from Gary Myron Mansfield, Gisele Alacria Mansfield and Ashley Wilkin such contract to be in the terms of the copy form of Agreement produced to this Meeting and for the purpose of identification only signed by the Chairman hereof

THAT the Company be and is hereby authorised to enter into a contract granting an option to the Company to purchase 19,000 ordinary shares of £0.10 each in the capital of the Company from Gary Myron Mansfield, Gisele Alacrid Mansfield and Ashley Wilkin, such contract to be in the terms of the copy contract attached to the notice convening the Meeting and for the purposes of identification only signed by the Chairman. The authorisation given in this resolution shall be valid only for a period of 18 months from the date of this resolution.

THAT the Clause "A", set forth in the printed document attached to the notice convening the Meeting, and for the purposes of identification only signed by the Company Secretary, be adopted and inserted as Clause 3(a) in the Company's Articles and that the existing Clause 3 in the Company's Articles be re-designated Clause 3(b).

.....  
SECRETARY

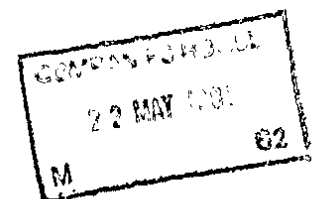




"A"

- (a) Subject to any statutory restrictions or other provisions for the time being in force, the Company may with respect to any fully paid up Ordinary shares and at the written request of the holder thereof, issue under the seal a warrant (hereinafter called a "Share Warrant") stating that the bearer of the warrant is entitled to the Ordinary shares specified in it whereupon the Company shall forthwith comply with its obligations contained in Section 355 of the Act. A Share Warrant shall be issued upon such terms and subject to such conditions as may be resolved by the Directors and as varied, amended or supplemented, from time to time.
- (b) The bearer of a Share Warrant shall have the rights and be subject to the terms and conditions in relation thereto conferred or imposed by the Directors from time to time and whether made before or after the issue of the Share Warrant.
- (c) All the provisions contained in these Articles and, to the extent that the same applies to the Company, Table A, with reference to share certificates, lien and the transfer and transmission of shares shall not apply to any Ordinary Shares included in a Share Warrant.

*[Handwritten signature]*



# G

COMPANIES FORM No. 169

## Return by a company purchasing its own shares

1301 HK  
**169**

Pursuant to section 169 of the Companies Act 1985



Please do not write in this margin

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

1576522

Please do not write in the space below. For Inland Revenue use only.

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

Name of company

\* *POURSHINS PLC*

\* insert full name of company

### Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	<i>ORDINARY:</i>		
Number of shares purchased	<i>= 19,000</i>		
Nominal value of each share	<i>£0.10</i>		
Date(s) on which the shares were delivered to the company	<i>10/10/91</i>		
Maximum prices paid \$ for each share	<i>£1.37</i>		
Minimum prices paid \$ for each share			

\$ A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was:

*£26,000.*

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

*£130.*

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

Signed

Designation† *Secretary*

Date *10/10/91*

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

For official Use  
General Section

Post room



**G**

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 letteringTo the Registrar of Companies  
(Address overleaf)

For official use

Company number

--	--	--	--

1576522

Name of company

\* POURSHINS PLC

\* insert full name  
of company§ the copy must be  
printed or in some  
other form approved  
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 11th December 1991 the nominal capital of the company has been  
increased by ~~£7,220,000~~ <sup>pence</sup> £7,220,000 beyond the registered capital of £ 2,000,000.

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

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 follow:

The new shares have the same rights, privileges and  
restrictions as the existing Ordinary 10pence shares  
(which have been re-designated 'A' Ordinary shares)  
and which are set out in the Company's Articles of  
Association

Please tick here if  
continued overleaf☐‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed



Designation ‡ Secretary

Date 17.12.1991

Presentor's name address at  
reference (if any):

Fladgate Fielder  
Heron Place  
3 George Street  
London W1H 6AD  
Ref: JED/2416.67

For official Use  
General Section

Post room



COMPANY NUMBER: 1576522

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF POURSHINS PLC

Passed *Eleventh* December 1991

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 4 Girling Way Great South West Road Feltham Middlesex on *11th* December 1991 at *Nine Ten* am the resolutions numbered 1-4 below were passed as SPECIAL RESOLUTIONS and the Resolution numbered 5 below was passed as an Ordinary Resolution

#### Special Resolutions

1. The Articles of Association of the Company be amended by the adoption of new Article 3(a) (a copy of which is annexed hereto and initialled for the purpose of identification only by the Chairman) with existing Articles 3(a) and 3(b) being re-numbered 3(b) and 3(c) respectively.
2. The capital of the Company be increased to Two million pounds Sterling and Seven million two hundred and twenty thousand (7,220,000) French Francs ("Francs") by the creation of 7,220,000 Ordinary Shares of One Franc each such new shares to confer the rights and privileges and be subject to the restrictions set out in the Company's Articles of Association as amended pursuant to resolution number 1 above
3. All the Ordinary Shares of 10 pence each now registered in the names of the members of the Company be re-designated as 'A' Ordinary Shares of 10 pence each such shares to confer the rights and privileges and be subject to the respective restrictions set out in the Company's Articles of Association as amended pursuant to Resolution 1 above

4. The sum of £722,000 being part of the amount standing to the credit of the profit and loss account in the books of the Company be capitalised, and accordingly that such sum be set free for distribution amongst the holders of the 'A' Ordinary Shares in the capital of the Company on the register of members at the close of business on 11th December 1991 in the respective proportions in which they then hold such shares, on condition that the same be not paid in cash but be converted into Francs at the rate of 10 Francs for each £1 and the sum in Francs resulting from such conversion be applied in paying up in full at par 7,220,000 new 'B' Ordinary Shares of One Franc each to be allotted and credited as fully paid to and amongst the said holders of the 'A' Ordinary Shares in the proportions aforesaid

#### Ordinary Resolution

5. **Revocation of authority to allot shares**

The authority granted to the Directors, pursuant to Section 80 Companies Act 1985, to allot all shares in the authorised share capital of the Company and disapplying Section 89(1) Companies Act 1985 in the existing Articles of Association of the Company be and is hereby revoked Provided always that the authority granted to the Directors by a Members' Resolution dated 19th September 1989 to allot shares in the Company to executives to whom options are granted under the Executive Share Option Scheme adopted by a Members' Resolution dated 19th September 1989 in satisfaction of the Options to be granted in accordance with that Scheme up to a maximum of 50,000 Ordinary 10 pence shares in the capital of the Company given with the proviso that such authority should not be the subject of Section 89(1) of the Companies Act 1985 shall remain in full force and effect and is hereby confirmed

.....  
*R. U. MOED*

R.U.MOED  
Chairman

## Additions to Articles of Association

The New Article 3(a) referred to in the Special Resolution passed by the Company on the *Eleventh* day of December 1991

.....  


R.U. MOED

Chairman

### [3. Shares]

- 3(a) (i) The share capital of the Company is £2,000,000 divided into 20,000,000 'A' Ordinary Shares of 10 pence each ("the 'A' Ordinary Shares") and 7,220,000 French Francs divided into 7,220,000 Ordinary Shares of One Franc each ("the 'B' Ordinary Shares")
- (ii) Each 'B' Ordinary Share of One Franc shall have the same rights privileges and restrictions as each 'A' Ordinary Share of 10 pence each to the intent that each 'A' Ordinary Share and each 'B' Ordinary Share shall rank *pari passu* in all respects notwithstanding any change in exchange rates between Sterling and the French Franc or any other factor

COMPANY NUMBER 1576522  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

- of -

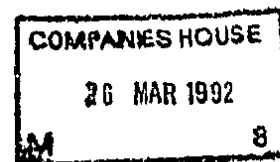
POURSHINS PLC

(Incorporated the 27th day of July 1981)

(as amended by Special Resolutions  
dated 5 September 1988, 2 April 1991 and  
11 December 1991)

FLADGATE FIELDER

Heron Place  
3 George Street  
LONDON W1H 6AD  
Tel: 071-486 9231  
Fax: 071-935 7358



**COMPANIES ACT 1985**

**PUBLIC COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF  
★ POURSHINS PLC**

(as amended by Special Resolutions  
on 5 September 1988 and 11 December 1991)

1. The name of the Company is "Pourshins PLC".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - 3.1 To carry on business as caterers, bakers, confectioners, tobacconists, butchers, fishmongers, dairymen, grocers, poulterers, grocers, soft drink and fruit juice merchants and to manufacture, buy, sell, refine, prepare, pack, grow, import, export, and deal in provisions of all kinds both wholesale and retail whether solid or liquid and to transact every kind of agency business.
  - 3.2 To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
  - 3.3 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

\* By a Special Resolution dated 5 September 1988 it was resolved to re-register as a Public Company and the name of the Company was changed to Pourshins PLC



- 3.4 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.5 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 3.6 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.7 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time

be determined and to hold or otherwise deal with any investments made.

- 3.8 To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- 3.9 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.10 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.11 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- 3.12 To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Coters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- 3.13 To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- 3.14 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 3.15 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 3.16 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

- 3.17 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- 3.19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow

subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- 3.20 To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- 3.21 To procure the Company to be registered or recognised in any part of the world.
- 3.22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- 3.23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons,

whether incorporated or unincorporated and whether domiciled  
in the United Kingdom or elsewhere.

4. The liability of the Members is limited.
- \* 5. The share capital of the Company is £2,000,000 sterling divided into 20,000,000 Ordinary Shares of 10 pence each ("A" Shares) and 7,220,000 French Francs divided into 7,220,000 Ordinary Shares of 1 French Franc each ("B" Shares).
6. 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
---	--

Michael Richard Counsell 15 Pembroke Road Bristol BS99 7DX Commercial Manager	One
--	-----

Christopher Charles Hadler 15 Pembroke Road Bristol BS99 7DX Commercial Manager	One
--	-----

DATED the 1st day of May 1981

Witness to the above Signatures: Dawn Bennett  
15 Pembroke Road  
Bristol BS99 7DX  
Clerk

- \* By a Special Resolution passed on 11 December 1991 the share capital of the Company was increased to £2,000,000 and 7,220,000 French Francs by the creation of 7,220,000 Ordinary Shares of 1 French Franc each.

# THE COMPANIES ACT 1948-1980

## A PUBLIC COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF POURSHINS PLC

(Adopted by Special Resolution dated 5th September 1988 and amended by Special Resolutions on the 2nd April 1991 and 11 December 1991)

#### Preliminary

1. (a) The regulations contained in Table A in the Schedule of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the company
- (b) In these articles the expression "the Act" means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

#### Allotment of Shares

2. (a) Shares which are comprised in the authorised share capital with which the company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- (b) The directors are generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise any power of the company to allot and grant rights to subscribe for or convert securities into shares of the company up to the amount of the authorised share capital with which the company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution of the company in general meeting
- (c) The directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the company pursuant to the authority conferred under paragraph (b) above as if section 89(1) of the Act did not apply. This power shall enable the directors so to allot and grant rights to subscribe for or convert securities into shares of the company after its expiry in pursuance of an offer or agreement so to do made by the company before its expiry

- (d) Save as authorised by the Act, the company shall not give, whether directly or indirectly, any financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151 of the Act
- (e) Save as permitted by section 101(2) of the Act, no shares of the company shall be allotted except as paid up at least as to one-quarter of their nominal value and the whole of any premium

#### Shares

3. (a) (i) The share capital of the Company is £2,000,000 divided into 20,000,000 'A' Ordinary Shares of 10 pence each ("the 'A' Ordinary Shares") and 7,220,000 French Francs divided into 7,220,000 Ordinary Shares of One Franc each ("the 'B' Ordinary Shares")
- (ii) Each 'B' Ordinary Share of One Franc shall have the same rights privileges and restrictions as each 'A' Ordinary Share of 10 pence each to the intent that each 'A' Ordinary Share and each 'B' Ordinary Share shall rank pari passu in all respects notwithstanding any change in exchange rates between Sterling and the French Franc or any other factor
- (b) (i) Subject to any statutory restrictions or other provisions for the time being in force, the Company may with respect to any fully paid up Ordinary Shares and at the written request of the holder thereof, issue under the seal a warrant (hereinafter called a "Share Warrant") stating that the bearer of the warrant is entitled to the Ordinary Shares specified in it whereupon the Company shall forthwith comply with its obligations contained in Section 355 of the Act. A Share Warrant shall be issued upon such terms and subject to such conditions as may be resolved by the directors and as varied, amended or supplemented, from time to time
- (ii) The bearer of a Share Warrant shall have the rights and be subject to the terms and conditions in relation thereto conferred or imposed by the directors from time to time and whether made before or after the issue of the Share Warrant
- (iii) All the provisions contained in these Articles and, to the extent that the same applies to the company, Table A, with reference to share certificates, lien and the transfer and transmission of shares shall not apply to any Ordinary Shares included in a Share Warrant
- (c) The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of clause 18 in Table A of the words "and all expenses that may have been incurred by the company by reason of such non-payment"



4. (a) Any person ("the Proposing Transferor") proposing to transfer any shares shall give notice in writing ("the Transfer Notice") to the company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The Transfer Notice shall constitute the company the agent of the Proposing Transferor for the sale of all (but not some only of) the shares comprised in the Transfer Notice to any member or members at the price specified therein or at the fair value certified in accordance with paragraph (c) below (whichever shall be the lower). A Transfer Notice shall not be revocable except with the sanction of the directors
- (b) The shares comprised in any Transfer Notice shall be offered in the first instance to the members (other than the Proposing Transferor) as nearly as may be in proportion to the number of shares held by them respectively. The offer shall be made by notice in writing ("the Offer Notice") within seven days after the receipt by the company of the Transfer Notice. The Offer Notice shall state the price per share specified in the Transfer Notice and shall limit the time in which the offer may be accepted, not being less than twenty-one days nor more than forty-two days after the date of the Offer Notice, provided that if a certificate of fair value is requested under paragraph (c) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the company to the members or until the expiry of the period specified in the Offer Notice whichever is the later. For the purpose of this article an offer shall be deemed to be accepted on the day on which the acceptance is received by the company. The Offer Notice shall further invite each member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the members in proportion to their existing holdings, the same shall be offered to the members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the directors may think fit
- (c) Any member may, not later than eight days after the date of the Offer Notice, serve on the company a notice in writing requesting that the auditor for the time being of the company (or at the discretion of the auditor, a person nominated by the President for the time being of the Institute of Chartered Accountants in the country of the situation of its registered office) certify in writing the sum which in his opinion represents the fair value of the shares comprised in the Transfer Notice as at the date of the Transfer Notice and for

the purpose of this article reference to the auditor shall include any person so nominated. Upon receipt of such notice the company shall instruct the auditor to certify as aforesaid and the costs of such valuation shall be apportioned among the Proposing Transferor and the purchasing members or borne by any one or more of them as the auditor in his absolute discretion shall decide. In certifying the fair value as aforesaid the auditor shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the auditor, the company shall by notice in writing inform all members of the fair value of each share and of the price per share (being the lower of the price specified in the Transfer Notice and the fair value of each share) at which the shares comprised in the Transfer Notice are offered for sale. For the purpose of this article the fair value of each share comprised in the Transfer Notice shall be its value as a rateable proportion of the total value of all the issued shares of the company and shall not be discounted or enhanced by reference to the number of shares referred to in the Transfer Notice

- (d) If purchasing members shall be found for all the shares comprised in the Transfer Notice within the appropriate period specified in paragraph (b) above, the company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the Sale Notice") to the Proposing Transferor specifying the purchasing members and the Proposing Transferor shall be bound upon payment of the price due in respect of all the shares comprised in the Transfer Notice to transfer the shares to the purchasing members
- (e) If in any case the Proposing Transferor after having become bound as aforesaid makes default in transferring any shares the company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing member. The receipt of the company for the purchase money shall be a good discharge to the purchasing member. The company shall pay the purchase money into a separate bank account
- (f) If the company shall not give the Sale Notice to the Proposing Transferor within the time specified in paragraph (d) above, he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty to transfer all or any of the shares comprised in the Transfer Notice to any person or persons but in that event the directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any such transfer and clause 24 in Table A shall, for these purposes, be modified accordingly
- (g) In the application of clauses 29 to 31 (inclusive) in Table A to the company:

- (i) any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall give a Transfer Notice before he elects in respect of any share to be registered himself or to execute a transfer
- (ii) if a person so becoming entitled shall not have given a Transfer Notice in respect of any share within six months of the death or bankruptcy, the directors may at any time thereafter upon resolution passed by them give notice requiring such person within thirty days of such notice to give a Transfer Notice in respect of all the shares to which he has so become entitled and for which he has not previously given a Transfer Notice and if he does not do so he shall at the end of such thirty days be deemed to have given a Transfer Notice pursuant to paragraph (a) of this article relating to those shares in respect of which he has not done so
- (iii) where a Transfer Notice is given or deemed to be given under paragraph (g) and no price per share is specified therein the Transfer Notice shall be deemed to specify the sum which shall, on the application of the directors, be certified in writing by the auditors in accordance with paragraph (c) of this article as the fair value thereof.
- (h) If on or after the date of adoption of this article any shares are held by a director or employee of the company or of any other company of which it has control and then cease to be so held the holder shall be deemed, immediately following such cessation, to have served a Transfer Notice in respect of the shares pursuant to paragraph (a) above
- (i) If any person or in the event of his death his legal representative acquires shares pursuant to a right or interest obtained by that person as a director or employee of the company and that person is not (or has ceased to be) a director or employee of the company, that person or if he has died his legal representative shall be deemed, (without prejudice to the generality of paragraph (h) above) immediately following his acquisition of the shares, to have served a Transfer Notice in respect of the shares acquired when that person is not or has ceased to be a director of the company pursuant to paragraph (a) above

#### General Meetings and Resolutions

- 5. (a) A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and clause 38 in Table A shall be modified accordingly

All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets,

and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

- (b) Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the company
6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence
- (b) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved
- (c) Clause 41 in Table A shall not apply to the company

#### Appointment of Directors

7. (a) Clause 64 in Table A shall not apply to the company
- (b) The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two
- (c) The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the company
- (d) No person shall be appointed a director at any general meeting unless either:
- (i) he is recommended by the directors; or
  - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed

- (e) Subject to paragraph (d) above, the company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director
- (f) The directors may appoint a person who is willing to act as a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of directors and for the time being in force

#### Borrowing Powers

The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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

#### Alternate Directors

- 9. (a) An alternate director shall not be entitled as such to receive any remuneration from the company, save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct, and the first sentence of clause 66 in Table A shall be modified accordingly
- (b) A director, or any such other person as is mentioned in clause 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

#### Disqualification of Directors

- 10. The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and clause 81 in Table A shall be modified accordingly

#### Gratuities and Pensions

- 11. (a) The directors may exercise the powers of the company conferred by clause 4(t) of the memorandum of association of the company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- (b) Clause 87 in Table A shall not apply to the company

## Proceedings of Directors

12. (a) A director may vote, at any meetings of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the company

## Indemnity

13. (a) Every director or other officer of the company shall be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of this office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act
- (b) Clause 118 in Table A shall not apply to the company

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## Names and addresses of subscribers

---

Michael Richard Counsell  
15 Pembroke Road  
Bristol BS99 7DX  
Commercial Manager

Christopher Charles Hadler  
15 Pembroke Road  
Bristol BS99 7DX  
Commercial Manager

---

Dated the 1st day of May 1981

Witness to the above signatures: Dawn Bennett  
15 Pembroke Road  
Bristol BS99 7DX  
Clerk





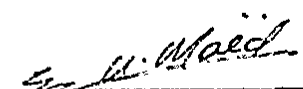
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTION  
OF  
POURSHINS PLC

Passed on the 11 day of September 1991

---

AT A BOARD MEETING of the Company duly convened and held at 4 Gilling Way Great South West Road Feltham Middlesex on the 11 day of September 1991 the following resolution was proposed and passed as an ORDINARY RESOLUTION:

That (a) Messrs Stoy Hayward be appointed auditors in place of the retiring auditors Peat Marwick McLintock to act as such until the conclusion of the next General Meeting of the Company at which the requirements of Section 241(1) of the Companies Act 1985 should be complied with and that (b) their remuneration be fixed by the Board until the next General Meeting.

  
\_\_\_\_\_  
CHAIRMAN

COMPANY RECORD  
11 JUL 1992  
M 69



1576522

Thames Valley

Verum House  
New Street  
Basingstoke RG21 1DN

Telephone 0256 473811  
Telefax 0256 475296  
DX 3030 Basingstoke

Offices also at:  
Oxford 0865 791911  
Reading 0734 905555

Private & confidential  
Board of Directors  
Pourshins plc  
4 Girling Way  
Great South West Road  
FELTHAM  
Middlesex TW14 0PH

Our ref DGB/PCG/CD/POU-L003

10 September 1991

Dear Sirs

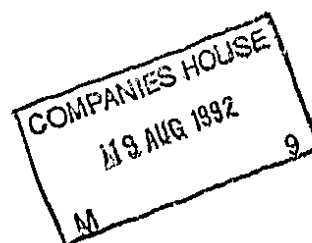
Notice of resignation

We hereby give notice of our resignation as auditors of your company with effect from today.

There are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the company.

Yours faithfully

*40, 100, 1000*  
KPMG Peat Marwick



# G

## COMPANIES FORM No. 244

# 244

### Notice of claim to extension of period allowed for laying and delivering accounts —oversea business or interests

Please do not write in this margin

Pursuant to section 244 of the Companies Act 1985 as inserted by section 11 of the Companies Act 1989

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

To the Registrar of Companies  
(Address overleaf)

Company number

1576522

\*Insert full name of company

Name of company

POURSHINS PLC

†Delete as appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] [which ended on]†

Day Month Year

31 05 1993

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

Signed R.W. Denton

Designation‡ DIRECTOR

Date 13 December 1993

#### Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

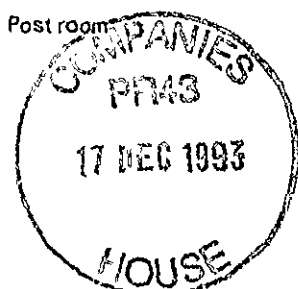
0 5 0 4 1 9 8 5

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

R.W. DENTON  
POURSHINS PLC  
4 GURLING WAY  
GREAT SOUTH WEST ROAD  
FELTHAM  
MIDDLESEX TW14 0PH

For official use  
General Section

Post room



# G

COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin.

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies  
(Address overleaf—Note 6)

Company number

1576522

\*Insert full name of company.

FOURSHINS PLC

Note  
Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

†Delete as appropriate.

2. Gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 0 1 1

3. The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day Month Year

3 0 1 1 1 9 9 4

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent]† undertaking of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

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

6. Signed

Designation: DIRECTOR Date 26/5/94

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

FOURSHINS PLC  
4 GIRLING WAY  
GT. SOUTH WEST ROAD  
FELTHAM, MIDD. TW14 0PH

For official use  
D.E.B.



\*K0K651LU\*

KL5 RECEIPT DATE: 27/05/94



## COMPANIES FORM No. 169

Return by a company purchasing  
its own shares

Pursuant to section 169 of the Companies Act 1985

Please do not  
write in  
this margin

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

\* Insert full name  
of company

**Note**

This return must be  
delivered to the  
Registrar within a  
period of 28 days  
beginning with the  
first date on which  
shares to which it  
relates were delivered  
to the company

‡ A private company  
is not required to  
give this information

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

[ ] [ ] [ ]

1576522

Name of company

\* POURSHINS PLC

Shares were purchased by the company under section 162 of the above Act as  
follows:

Class of shares	"A" ORDINARY		
Number of shares purchased	25,000		
Nominal value of each share	£0.10p		
Date(s) on which the shares were delivered to the company	15/8/94		
Maximum prices paid ‡ for each share	35p		
Minimum prices paid ‡ for each share	35p		

The aggregate amount paid by the company for the shares  
to which this return relates was:

£8,750

Stamp duty payable pursuant to section 66 of the Finance Act  
1986 on the aggregate amount at 50p per £100 or part of £100

£44.00

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

Signed

Designation

Date

Presenter's name address and  
reference (if any):

For official Use  
General Section

Post room

FLADGATE FIELDER  
VANDERHOEF  
25/26 CHURCH ST, BASINGSTOKE  
HANTS RG21 1QQ  
TEL: 01256 400244  
DX 3022 BASINGSTOKE



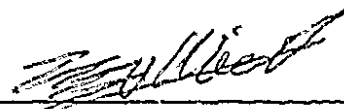
A07 \*AYWAZ43K\* 597  
COMPANIES HOUSE 25/08/94

COMPANY NUMBER: 1576522

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
RESOLUTION OF POURSHINS PLC  
(PASSED MONDAY 15 AUGUST 1994)

At an Extraordinary General Meeting of the Company held at 4 Girling Way, Great South West Road, Feltham, Middlesex TW14 0PH on Monday 15 August 1994 at 9.00am the resolution set out below was passed as a **SPECIAL RESOLUTION**:

That the Company be and is hereby granted authority pursuant to section 162 of the Companies Act 1985 to purchase its own shares in pursuance of and on the terms of the contract proposed to be made between Nicholas Harris and the Company for the purchase of 25,000 "A" Ordinary Shares of £0.10p each fully paid in the capital of the Company (being in the form of the draft produced to the Meeting and initialled by the Chairman for the purposes of identification), provided that any variation in the terms of the contract must be authorised by a Special Resolution of the Company.



CHAIRMAN



# 16-03-95

# G

COMPANIES FORM No. 244

# 244

## Notice of claim to extension of period allowed for laying and delivering accounts —oversea business or interests

Please do not write in this margin

Pursuant to section 244 of the Companies Act 1985 as inserted by section 11 of the Companies Act 1989

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

To the Registrar of Companies  
(Address overleaf)

Company number

1576522

\*Insert full name of company

Name of company

POURSHINS PLC

†Delete as appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company ~~(ending)~~ [which ended on]

Day Month Year

30 11 1994

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

Signed

*[Signature]*

Designation‡

Director

Date

13.3.1995

### Notes

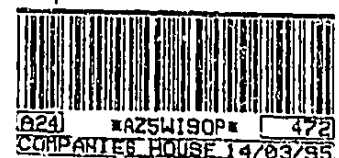
1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

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

For official use  
General Section

Post room



# 16 - 03 - 95

## Notes

The address for companies registered in England and Wales or Wales is:

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ.