

1961948

**THE COMPANIES ACT 1985**

**A PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

of

**PANFOODS CO., LIMITED**



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COMPANIES HOUSE

(as amended by Special Resolutions and an Ordinary Resolution passed on 29 January 1986, by Special Resolution passed on 5 March 1986, by Ordinary Resolutions passed on 31 December 1998 and by Special Resolution passed on 9 December 2008)

1. The Company's name is PANFOODS CO., LIMITED.<sup>1</sup>
2. The registered office of the Company is to be situated in England and Wales.
3. The Company's objects are:-<sup>2</sup>
  - (A) To carry on all or any of the following businesses, namely:-

to import, export, buy, sell, distribute, exchange, process or otherwise trade or deal in coffee and coffee products and foodstuffs, food products, drinks and drink products of every description.
  - (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any property of the Company or to further any of its objects.
  - (C) To buy, sell, and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.
  - (D) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
  - (E) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop and grant licences in respect of, or otherwise turn to account any rights and information so acquired.
  - (F) To pay for any property or rights acquired by the Company on such terms as the Company may determine.

<sup>1</sup> The name of the Company was changed from Trikappa (Number 66) Limited on 14 February 1986 pursuant to a Special Resolution passed on 29 January 1986.

<sup>2</sup> Adopted by Special Resolution passed on 5 March 1996.

- (G) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, in cash, by instalments or otherwise and generally on such terms as the Company may determine.
- (H) To borrow or raise money upon such terms and on such security as may be considered expedient and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (J) To give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.
- (K) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.
- (L) To take all necessary and proper steps in Parliament or with any government or authority, international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (N) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.
- (O) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (P) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company in or about its formation or promotion.
- (Q) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (S) To procure the Company to be registered in any country or place outside Great Britain.

- (T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (V) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.
- (W) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantages, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or part of the undertaking, property and assets present and future and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares, or other securities of any company, firm, or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

- 4. The liability of the Members is limited.
- 5. The Company's share capital is 2,000,000 United States dollars divided into 2,000,000 shares of 1 United States dollar each.<sup>3</sup>
- 6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 127 of the Companies Act 1985, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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<sup>3</sup> By Ordinary Resolution passed on 29 January 1986 the share capital was increased from £100 divided into 100 ordinary shares of £1 each to £500,000 divided into 500,000 shares of £1 each. By Ordinary Resolution passed on 31 December 1998 the share capital was further increased to £500,000 and US\$2,000,000 divided into 500,000 shares of £1 each and 2,000,000 shares of US\$ 1 each. By a further Ordinary Resolution passed on 31 December 1998 and taking effect on 1 January 1999 all the ordinary shares of £1 each were cancelled and the share capital was diminished by £500,000.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company, pursuant to this Memorandum; and we agree to take the number of shares shown opposites our respective names.

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NAMES AND ADDRESSES  
OF SUBSCRIBERS

Number of Shares  
taken by each Subscriber

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for and on behalf of MITHRAS LIMITED  
whose registered office is at  
Royex House, Aldermanbury Square,  
London EC2V 7LD

One

SIGNED

R.J. Holmes  
Director and duly authorised signatory

for and on behalf of MITHRAS (NOMINEES)  
LIMITED whose registered office is at  
Royex House, Aldermanbury Square,  
LONDON EC2V 7LD

One

SIGNED

R.J. Holmes  
Director and duly authorised signatory

Total shares taken

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Two

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DATED the 11<sup>th</sup> day of October, 1985

Witness to the above Signatures:-

Vivien Hart  
Royex House  
Aldermanbury Square  
London EC2V 7LD

Solicitor