

Company No. 2455416

THE COMPANIES ACTS 1985 TO 1989

NEW ARTICLES OF ASSOCIATION

(altered by Written Resolutions passed on 8th November 2004 and 17th July 2009)

-of-

DEL MONTE FOODS INTERNATIONAL LIMITED¹

(Incorporated on 27th December 1989)

PRELIMINARY

1. The Regulations contained in Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company save in so far as they are excluded or modified by or are inconsistent with these articles. In addition to such regulations the following shall be the sole articles of association of the Company.
2. Words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these articles save that any reference in these articles to the "the Act" shall include all subordinate legislation made under it. Unless otherwise indicated any reference in these articles to "a Regulation" shall be construed as a reference to the regulation of that number contained in Table A.

SHARE CAPITAL

3. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
4. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity securities (as defined in section 94 of the Act).

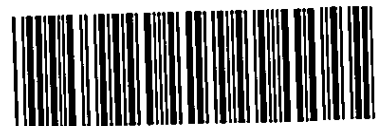
CERTIFICATES

5. Subject to the Act, the directors may by resolution decide, either generally or in any particular case or cases, that the certificates for share or loan capital or other securities of the Company need not be issued under a seal and Regulation 6 shall be modified accordingly.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 shall be modified accordingly.
 - a. Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share

¹ The name of the Company was changed from Cirio Del Monte Foods International Limited to Del Monte Foods International Limited on 16th February 2004 by a Written Resolution passed on 3rd February 2004.



transfers, or otherwise), the Directors shall not decline to register any transfer of shares which have been charged pursuant to the shares charge made between Cirio Del Monte Internationale S.A. and Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. ("Rabobank") (the "Shares Charge"), nor may they suspend registration thereof where such a transfer is:

- i. in favour of Rabobank; or
 - ii. any nominee of Rabobank pursuant to the terms of the Shares Charge; or
 - iii. where such transfer is made pursuant to the exercise of any power of sale arising under the Shares Charge;
 - b. No lien shall attach to the shares of the Company subject to the Shares Charge, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell these shares and Regulation 8 in Table A shall be amended accordingly.
 - c. The directors shall not have any right of forfeiture over the shares of the Company subject to the Shares Charge and Regulation 19 of Table A shall be modified accordingly.
 - d. Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the Directors shall not decline to register any transfer of shares which have been charged or are expressed to be charged pursuant to a shares charge made by any shareholder of the Company in favour of Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. or any of its successors and assigns ("Rabobank") (including, without limitation, the shares charge dated 30 January 2003 granted by Cirio Del Monte N.V. in favour of Rabobank) (a "Shares Charge"), nor may they suspend registration thereof where such a transfer is:
 - i. in favour of Rabobank or any of its successors or assigns; or
 - ii. in favour of any nominee of Rabobank pursuant to the terms of a Shares Charge; or
 - iii. made pursuant to the exercise of any power of sale arising under a Shares Charge.
 - e. No lien shall attach to the shares of the Company subject to a Shares Charge, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell those shares and Regulations 8 in Table A shall be amended accordingly.
 - f. The directors shall not have any right of forfeiture over the shares of the Company subject to a Shares Charge and Regulation 19 of Table A shall be modified accordingly.
- 6C (a) Notwithstanding anything contained in these articles of association (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise) the Directors shall not decline to register any transfer of shares which have at any time been charged or mortgaged or are expressed to be charged or mortgaged pursuant to any agreement made by any shareholder of the Company granting such security interests over its shares in favour of Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., New York Branch or any of its successors

or assigns (the "Agent") (the "Share Security"); nor may they suspend registration thereof, where such a transfer is:

- i. in favour of the Agent;
 - ii. in favour of any nominee of the Agent pursuant to the terms of such Share Security; or
 - iii. made pursuant to the exercise of any power of sale or appropriation arising under such Share Security;
- (b) no lien shall attach to the shares of the Company subject to any of the Share Security, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell these shares and Regulation 8 of Table A shall be amended accordingly; and
- (c) the Directors shall not have any right of forfeiture over the shares of the Company subject to any of the Share Security and Regulation 19 of Table A shall be amended accordingly.²

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or (in the case of a company which is a member) a duly authorised representative, shall be a quorum. Regulation 40 shall not apply.
8. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may determine) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such time and place as the chairman of the meeting may determine. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 shall not apply.
9. In the case of a corporation the signature of a director or the secretary or, in the case of joint holders of a share, the signature of any one of such joint holders shall be sufficient for the purpose of passing a resolution in writing pursuant to Regulation 53 or in accordance with section 381A of the Act.
10. Each director or the secretary of a member which is a corporation shall be deemed to be authorised to act as its representative at any meeting of the Company or at any meetings or any class of members of the Company.

PROXIES

11. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve. The instrument of proxy shall, unless the contrary is stated in the instrument, be valid as well for any adjournment of the meeting as for the meeting to which it is given and shall, unless the contrary is stated in the instrument, be deemed to confer authority to vote on any

² Article 6.C originally adopted by a Written Resolution passed on 8th November 2004 and replaced by a Written Resolution passed on 17th July 2009.

amendments to any resolution put to the meeting for which it is given or any adjournment of such meeting as the proxy thinks fit. Regulations 60 and 61 shall not apply.

12. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:
- a. be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - b. in the case of a poll, be deposited as aforesaid after the poll has been demanded and at any time before the time appointed for the taking of the poll;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid. Regulation 62 shall not apply.

ALTERNATE DIRECTORS

13. Subject to a resolution of the directors approving the appointment which shall not be unreasonably withheld any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 shall not apply.
14. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 shall not apply.

POWERS OF DIRECTORS

15. The Company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
16. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.
17. The directors may exercise all the powers of the Company to purchase and maintain for any director or other officer (including former directors and other officers) or any other person insurance against any liability for negligence, default, breach of duty of trust or any other liability which may be lawfully insured against.

DELEGATION OF DIRECTORS' POWERS

18. The Directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

19. The directors may be appointed to be a director, either to fill a vacancy or as an additional director, or removed as a director howsoever appointed at any time and from time to time by a memorandum in writing signed by or on behalf of the person or persons for the time being holding in aggregate a majority in nominal value of the issued share capital for the time being of the Company as carries the right to attend and vote at general meetings of the Company and such appointment or removal shall take effect upon lodgement of the memorandum at the registered office of the Company.
20. Without limiting the powers conferred by the last preceding article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director.
21. Regulations 73-80 (inclusive) and the last sentence of Regulation 84 shall not apply.
22. The office of a director shall be vacated if he is removed from office under article 20 and Regulation 81 shall be modified accordingly.
23. Save as otherwise determined by the Company, a person shall be capable of being appointed a director notwithstanding that he has attained the age of 70 or any other age, a director shall not be required to vacate his office by virtue of his attaining the age of 70 or any other age, no special notice need be given of a resolution appointing a director who has attained the age of 70 or any other age and it shall not be necessary for the notice of the resolution to state the age of any person proposed to be appointed as a director.

DIRECTORS' INTERESTS

24. A director who pursuant to Regulation 85 has declared at a meeting of the directors the nature of his interest in a contract or proposed contract with the Company shall be entitled to vote as a director in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the directors at which the vote is taken. Regulations 94 to 96 (inclusive) and 98 shall not apply and Regulation 97 shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

25. Any meeting of the directors or of a committee of the directors shall be properly constituted and duly held if the directors are present in person or by means of a conference telephone or by some other means of communication provided that all such directors participating in the meeting shall at all times be able to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is situated.

INDEMNITY

26. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company shall be indemnified which in such capacity 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 judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the court.