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COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

Pursuant to section 12(3) 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

For official use

Name of company

* PUGGY'S PROPER FOODS LIMITED

* insert full
name of Company

I, MICHAEL RORY HAINES

of 19 KING EDWARD STREET

SLOUGH

BERKS SL1 2QT

† delete as
appropriate*Am*

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~][†]
(person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2))[†] and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 1935

Declared at 22-24 Ely Place
London EC1N 6TQ

Declarant to sign below

*R Haines*the eighteenth day of October
One thousand nine hundred and ninety three
before me *[Signature]* L. M. FISH

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

Presentor's name address and
reference (if any):**BEAVIS WALKER**
CHARTERED ACCOUNTANTSAudrey House, 16-20 Ely Place, London EC1N 6SN
Telephone 071-430 1111 Fax 071-831 0439

For official Use

New Companies Section

Post room



C O M P A N I E S H O U S E

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

For official use ☐

PUGGY'S PROPER FOODS LIMITED

Registered office of the company on
incorporation.

RO

3RD FLOOR, AUDREY HOUSE

16/20 ELY PLACE

Post town LONDON

County/Region

Postcode EC1N 6SN

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name BEAVIS-WALKER

RA

3RD FLOOR, AUDREY HOUSE

16/20 ELY PLACE

Post town LONDON

County/Region

Postcode EC1N 6SN

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

R HAINES

3RD FLOOR, AUDREY HOUSE, 16/20 ELY PLACE

LONDON

Postcode EC1N 6SN

Telephone 071-430 1111

Extension 248

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS** MR

MICHAEL RORY

HAINES

AD KING EDWARD STREET

Post town SLOUGH

County/Region BERKSHIRE

Postcode SL1 2QT

Country

I consent to act as secretary of the company named on page 1

Signed

R Haines

Date

7/10/93

Directors (See notes 1 - 5)*Please list directors in alphabetical order.*

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

CD MRS

THERESA ANN

WOODLOCK

AD ROSE COTTAGE

LOWER GUNVILLE, MILBORNE PORT

Post town NR SHERBORNE

County/Region DORSET

Postcode

Country

DO 480260

Nationality

NA BRITISH**OC** DIRECTOR**OD**

I consent to act as director of the company named on page 1

Signed

T. Woodlock

Date

7.10.93

Consent signature

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS MRS
THERESA ANN
WOODLOCK
ROSE COTTAGE
LOWER GUNVILLE, MILBORNE PORT
Post town NR SHERBORNE
County/Region DORSET
Postcode Country
I consent to act as secretary of the company named on page 1

Signed

Date 7.10.93

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

*** Voluntary details****Consent signature**

CD MR
ROBERT G
TIZZARD
HIGHER FARM
MILBORNE WICK
Post town NR SHERBORNE
County/Region DORSET
Postcode DT9 4PW Country
DO 290454 Nationality **NA** BRITISH
OC DIRECTOR
OD

I consent to act as director of the company named on page 1

Signed

Date

7/10/93

Directors (continued),
(See notes 1-5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

MR

NICHOLAS JAMES

WOODLOCK

AD

ROSE COTTAGE

LOWER GUNVILLE, MILBORNE PORT

Post town NR SHERBORNE

County/Region DORSET

Postcode

Country

DO

121054

Nationality

NA

BRITISH

OC

DIRECTOR

OD

I consent to act as director of the company named on page 1

Signed

Date

7/10/93

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed

Date

7/10/93
T. Woodhug

Signed

Date

7.10.93.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

THE COMPANIES ACTS 1985 TO 1989



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

PUGGY'S PROPER FOODS LIMITED

1. The Company's name is "PUGGY'S PROPER FOODS LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (a) To carry on all or any of the businesses of hotel, club, restaurant, cafe, and fish and chip shop proprietors, bottlers, distillers, refiners, blenders, canners, packers, importers, exporters, manufacturers, distributors and agents for the sale of and dealers in wines, spirits, beers, ales, mineral and aerated waters, fruit squashes, cordials and other drinks, syrups, flavourings, mixtures, substances and materials of all kinds and of, and in plant, machinery, bottles, syphons, jars, cases, barrels and other receptacles and apparatus and appliances of every description required for use in connection with such businesses; proprietors of off-licenses, rectifiers, compounders, blenders, brewers, maltsters, and yeast merchants, tobacconists and confectioners, caterers and licensed victuallers, grocers and provision merchants, manufacturers, producers, packers, distributors, importers, and exporters of, and dealers in groceries, provisions, foodstuffs, produce and comestibles of all kinds; general dealers and domestic storekeepers, merchants of and dealers in household and domestic appliances, utensils and requisites of every description, proprietors of mobile and other shops, stores, market stalls and kiosks; furniture removers, haulage

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and transport contractors, general carriers, garage proprietors and general merchants, agents, traders and dealers; and to manufacture, export, import, buy, sell and deal in plant, machinery, tools, apparatus, appliances, materials, articles and produce of all kinds used in connection with the foregoing businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

- (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, or 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 any terms and with or without security to any person, firm, or company (including, without prejudice to the generality of the foregoing, any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), 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 in any manner and upon any terms

the payment of any sum of money or the performance of any obligation by any person, firm, or company (including, without prejudice to the generality of the foregoing, any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (i) To borrow and raise money in any manner, including the issue of shares under the terms of the Business Expansion Scheme, as set out in Chapter 3 of Part VII of the Income and Corporation Taxes Act 1988 as re-enacted or modified from time to time, 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, hold, sell, deal with, and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or the whole or any part 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.
- (p) 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.
- (q) To act as agents or brokers and as trustees for any person, firm, or company and to undertake and perform sub-contracts.
- (r) 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.
- (s) 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.
- (t) 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 any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or 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.
- (u) Subject to and in accordance with a due compliance with the provisions of Section 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable),



to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) 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.
- (y) 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.

AND so that:

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each object, and none of such objects shall, 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 any such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
 - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each such sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
 - (3) 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) In this Clause, the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.
4. The liability of the Members is limited.
5. The Company's share capital is £10,000 divided into 10,000 shares of £1 each.

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 numbers of shares shown opposite our respective names.


Names and addresses of Subscribers	Number of shares taken by each Subscriber
1. Nicholas James Woodlock Rose Cottage, Lower Gunville, Milborne Port, Nr Sherborne, Dorset	 One
2. Theresa Ann Woodlock, Rose Cottage, Lower Gunville, Milborne Port, Nr Sherborne, Dorset	 One
Total shares taken	Two

Dated the 7th day of October 1993

Witness to the above signatures:-

Michael Rory Haines

19 King Edward Street,
Slough,
Berkshire, SL1 2QT



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PUGGY'S PROPER FOODS LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No.805) as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 (SI No.1052)(such Table being hereinafter called "Table A") shall apply 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 references 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) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue 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 in General Meeting 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 like terms 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 any 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 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 therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.
- (c) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) 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 to grant rights to subscribe for and 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.

SHARES

3. The lien conferred by Clause 8 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 8 in Table A shall be modified accordingly.
4. 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".

GENERAL MEETINGS AND RESOLUTIONS

5. 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) 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.
(b) 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 respectively 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 one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally and Clause 89 in Table A shall be modified accordingly.
(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 signed 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 signed 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 to be 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 for the time being in force.
- (g) The first director or directors shall be the person or persons named as the first director or directors in the statement delivered to the Registrar of Companies in accordance with Section 10 of the Companies Act 1985.

BORROWING POWERS

8. 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 of 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 purposes of determining whether a quorum is present.

GRATUITIES AND PENSIONS

10. (a) The Directors may exercise all the powers of the Company conferred by Clause 3(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

11. (a) A Director may vote, at any meeting 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.

THE SEAL

12. (a) If the Company has a seal, it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and, unless otherwise so determined, it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 10 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

INDEMNITY

13. (a) Every Director or other officer or Auditor 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 his 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) The Directors shall have power to purchase and maintain for any Director, officer, or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 in Table A shall not apply to the Company.

14. 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 the first sentence of Clause 24 in Table A shall not apply to the Company.

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 numbers of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
1. Nicholas James Woodlock Rose Cottage, Lower Gunville, Milborne Port, Nr Sherborne, Dorset	One
2. Theresa Ann Woodlock, Rose Cottage, Lower Gunville, Milborne Port, Nr Sherborne, Dorset	One
Total shares taken	Two

Dated the 7th day of October 1993

Witness to the above signatures:-

Michael Rory Haines

19 King Edward Street,
Slough,
Berkshire, SL1 2QT



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2865680

I hereby certify that

PUGGY'S PROPER FOODS LIMITED

is this day incorporated under the Companies Act 1985
as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 25 OCTOBER 1993

P. Bevan
P. BEVAN

an authorised officer

HC007A

COMPANY NO. 2865680

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

pursuant to Section 379A Companies Act 1985

PUGGY'S PROPER FOODS LIMITED

passed the 1st November 1993

By means of a written resolution dated the 1st November 1993, and signed by all the members of the above-named company entitled to receive notice of and to attend and vote at general meetings the following ELECTIVE RESOLUTION was passed:

ELECTIVE RESOLUTION

LAYING OF
ACCOUNTS

THAT, pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

Signed: _____

Director / Secretary



COMPANY NO. 2865680

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

pursuant to Section 379A Companies Act 1985

PUGGY'S PROPER FOODS LIMITED

passed the 1st November 1993

By means of a written resolution dated the 1st November 1993, and signed by all the members of the above-named company entitled to receive notice of and to attend and vote at general meetings the following ELECTIVE RESOLUTION was passed:

ELECTIVE RESOLUTION

RE-ELECTION
OF AUDITORS

THAT, pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.

Signed: _____

Director / Secretary



COMPANY NO. 2865660

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

pursuant to Section 366A Companies Act 1985

PUGET'S PROPER FOODS LIMITED

passed the 1st November 1993

By means of a written resolution dated the 1st November 1993, and signed by all the members of the above-named company entitled to receive notice of and to attend a vote at general meetings the following ELECTIVE RESOLUTION was passed:

ELECTIVE RESOLUTION

HOLDING OF
ANNUAL GENERAL
MEETINGS

THAT, pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of Annual General Meetings unless or until this election is revoked.

Signed: _____

Director / Secretary

