

**Company Number: 03198298**

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

---

**ARTICLES OF ASSOCIATION OF  
SPECIALTY CHILLED FOODS GROUP LIMITED**

**(As amended by special resolution dated 27  
September 2017)**

---



## PRELIMINARY

1 In these Articles and in Table A:

**Act** the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force; and

**Table A** in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

2

- A. Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
- B. Regulations 24, 46, 50, 73-80 inclusive, 94-97 inclusive and 118 in Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

## SHARES<sup>1</sup>

3

- A. The directors shall have general and unconditional authority (limited in time as *hereinafter provided*) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 80(7) of the Act, the authority hereby conferred shall expire five years after the date of the adoption of these Articles unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.
- B. The Company may at any time and from time to time prior to the expiry of the authority conferred by paragraph A of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.

---

<sup>1</sup> The entirety of the original article 3 (Authorised Share Capital) was deleted and the numbering of articles were updated to reflect the deletion pursuant to the special written resolution of the members of the Company passed on the 27 September 2017.

- C. Save as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine.
- D. In this Article relevant securities shall have the meaning ascribed thereto by Section 80(2) of the Act and references to the allotment of relevant securities shall be construed in the same manner as in that Section.
- 4 By virtue of Section 91 of the Act the provisions of Section 89(1) of the Act shall not apply to the Company.
- 5 The lien conferred by Regulation 8 in Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said Regulation 8 shall be modified accordingly.
- 6 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 Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### **TRANSMISSION OF SHARES**

- 7 The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 in Table A shall be modified accordingly.

#### **TRANSFERS OF SHARES**

- 8 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

#### **GENERAL MEETINGS**

- 9 If and so long as the number of members is less than two, a sole member may exercise all the rights vested in the members and Regulation 40 of Table A shall not apply.
- 10 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by

proxy and entitled to vote, and a demand by a person as proxy for a member shall be the same as a demand by the member. The Chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting.

- 11 If at any adjourned meeting of meetings of members of the Company a quorum is not present within half an hour from the time appointed for the meeting, the member present shall be a quorum.
- 12 For the purpose of Regulation 53 in Table A a director or secretary of a corporation which is for the time being a member shall be deemed to be a person authorised to execute a resolution on behalf of that corporation.
- 13 A proxy shall be entitled to vote on a show of hands and Regulation 54 in Table A shall be modified accordingly.

### **DIRECTORS**

- 14 The number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A. Regulations 64 and 89 in Table A shall be modified accordingly.
- 15 A director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any general meeting and at any separate general meeting of the holders of any class of shares in the capital of the Company.
- 16 A director shall be paid such remuneration by way of salary, commission or percentage of profits or otherwise as the directors may determine. Regulation 82 in Table A shall be modified accordingly.

### **ALTERNATE DIRECTORS**

- 17 Each director shall have the power from time to time to appoint any other director or any person approved by the directors (such approval not to be unreasonably withheld) to act as an alternate director and may remove from office an alternate director as appointed by him. Regulation 65 in Table A shall be modified accordingly.
- 18
- 18.1 The remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such part (if any) of such remuneration as shall be agreed between the alternate director and the director appointing him. Regulation 66 in Table A shall be modified accordingly.
- 18.2 The alternate director shall benefit from the indemnity set out in Article 27.

## **PROCEEDINGS OF DIRECTORS**

- 19 Subject to the provisions of Part X of the Act a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.
- 20 At any meeting of the directors or of any committee of the directors the chairman shall not have a casting vote or second vote on an equality of votes and Regulation 88 of Table A shall be modified accordingly.
- 21 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

## **APPOINTMENT AND DISQUALIFICATION OF DIRECTORS**

- 22 The directors shall have power at any time and from time to time, to appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors.
- 23 Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed on its behalf by one of its directors, and shall take effect upon lodgement at the registered office of the Company.
- 24 Regulation 81(e) in Table A shall not apply if the absent director shall have appointed an alternate director who has not been similarly absent during the period referred to therein.
- 25 The Company may at any time and from time to time by ordinary resolution appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.

## **DIVIDENDS**

- 26 Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid. Regulation 104 in Table A shall be construed accordingly.

## **INDEMNITY**

- 27 Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 judgement 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 insofar as its provisions are not avoided by Section 310 of the Act.

Company Number: 03198298

**THE COMPANIES ACT 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES**

---

**MEMORANDUM OF ASSOCIATION  
OF SPECIALTY CHILLED FOODS GROUP LIMITED**

---

1. The Company's name is Specialty Chilled Foods Group Limited<sup>2</sup>.
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are as follows:
  - a. to carry on any trade or business whatsoever as a general commercial company, in conjunction with each other or as separate end distinct undertakings, all or any of the following businesses namely: manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents; financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers and specialists and contractors; decorators; palmers; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers, plumbers, electricians, shop front fitters, builders and decorators merchants; double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communication, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; driving school instructors; courier service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars, motor cycles, bicycles and other vehicles; transport and haulage contractors; general engineers; tool makers; booking agents and managers for theatres, cinemas and all other kinds of entertainment and sporting events; turf and sporting accountants in all its branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers, fishmongers and poultry merchants; farmers; florists, horticulturist; landscape gardeners and designers; funeral directors; bakers, confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastic of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio,

---

<sup>2</sup> The name of the company was changed to Peby Road Limited by way of written special resolution of the members of the company passed on 19 June 1996 and was further changed to Specialty Chilled Foods Group Limited by way of written special resolution of the members of the company passed on 20 June 2003.



television and electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentleman's outfitters; boot and shoe retailers; perfumery and cosmetic dealers, hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; opticians; printers, publishers, writers, authors and journalists; stationers; draughtsmen and exhibition specialists; seminars, lecturers, conventions, salesmen and demonstrators; conference and training specialists and organisers; business transfer agents; employment agents; computer operators, programmers and dealers; market research specialists; business advisors; accountancy services; secretarial services; insurance consultants and services; mail order special; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of launderettes; excavations and demolition contractors; plant hirers; scrap iron and waste merchants; and to licence, conduct, operate, register, and protect any franchise; to carry on all or any of the said businesses and provide services in connection therewith, either together as one business or as separate and distinct businesses in any part of the world;

- b. to carry on any other business which, in the opinion of the company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the company and is calculated to enhance the value of the company's property;
- c. To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in

business (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company.<sup>3</sup>

- d. to purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the company;
- e. to apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the company;
- f. to build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the company;
- g. to invest and deal with the monies of the company in such shares or upon such securities or otherwise in such manner as from time to time may be determined;
- h. to amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the company or any part thereof;
- i. to subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this company or any other consideration any other company or business which, in the opinion of the company, may be carried on so as directly or indirectly to benefit the company;
- j. to sell or otherwise dispose of the whole or any part of the business or property of the company for any consideration, shares, or debentures as the company may think fit;
- k. to lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others;
- l. to borrow or raise money in such manner as the company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way;
- m. to pay or remunerate any person, firm or company for rendering services to the company in the promotion of the company or the placing and issue of shares, debentures, debenture stock or other securities of the company;

---

<sup>3</sup> Original clause 3(c) was deleted and amended by insertion of new clause 3(c) by way of written resolution of the sole member of the company passed on 24 August 2003.

- n. to support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants;
  - o. to draw, make accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments;
  - p. to assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company;
  - q. to promote by way of advertising the company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the company;
  - r. to distribute in specie any of the shares, debentures or securities of the company between the members of the company in accordance with their rights; and
  - s. to do all such things as are incidental or conducive to the attainment of the above objects or any of them.
  - t. All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the company.
4. The liability of the members is limited.
5. The company's share capital is £1000 divided into 1000 Ordinary Shares of £1 each.<sup>4</sup>

---

<sup>4</sup> As at incorporation of the company on 14 May 1996, the authorised share capital of the Company was £1000 divided into 1,000 shares of £1 each.

By a special resolution passed on 14 August 1996, the authorised share capital of the Company was increased by £110,000 divided into 74,000 ordinary shares of £1 each, 50,000 A Ordinary shares of £0.50 each and 1,100,000 preference shares of £0.01 each.

By a special resolution passed on 17 June 2003, the authorised share capital of the Company was increased by £5,499,000 divided into 5,500,000 ordinary shares of £1 each.

By a special resolution passed on 27 September 2017, the authorised share capital limit was revoked and removed from the company's Articles of Association.

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 OPPOSITE OUR RESPECTIVE NAMES.

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
--	---

Esther Cousens 16D Dalmeny Road London N7 0HH	One
--	-----

Administrator

Marcel Ulrich 15 Shepherds Court Sheepcote Road Harrow Middlessex HA1 2JS	One
--	-----

Administrator

Total shares taken	Two
--------------------	-----

DATED THE 2ND DAY OF MAY 1996

WITNESS TO THE ABOVE SIGNATURES

JEANNE SPONG

SECRETARY