

COMPANY NUMBER: 4387846

THE COMPANIES ACTS 1985 TO 1989  
PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION**

-of-

**J V FARMING LIMITED**

(Passed on the ~~fourth~~ day of APRIL 2006)

By a Resolution in Writing complying with Section 381A of the Companies Act 1985 and dated 4<sup>th</sup> April 2006 the following Resolution was duly passed as a Written Resolution:-

**WRITTEN RESOLUTION**

THAT the regulations, a copy of which is annexed hereto and signed for identification by a director of the Company be, and they are hereby, adopted as the Articles of Association of the Company in substitution for and to the exclusion of the regulations heretofore having effect.

  
.....  
Director



COMPANY NUMBER: 4387846

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THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

PLC /  
COMPANIES HOUSE

27/04/2006

A PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION  
(Adopted by Resolution in Writing passed on 4<sup>th</sup> April 2006)

OF

**J V FARMING LIMITED**

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**PRELIMINARY**

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereafter referred to as "Table A") shall apply to the company save in so far as they are excluded or varied hereby: that is to say, Clauses 8, 50, 54 and 64 of Table A shall not apply to the company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

**SHARE CAPITAL**

2. The Share Capital of the Company is £1,000,000 divided into 10,000 Ordinary Shares of £0.01 each and 999,900 redeemable preference shares of £1 each. The rights of the redeemable preference shares are contained in the written resolution dated 16<sup>th</sup> September 2002.

**SHARES**

3. (A) Subject to Sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally 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 allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting

(C)The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority

(D)In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company

4. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share 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 whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

### **GENERAL MEETINGS**

5. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.
6. 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, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
7. Clause 41 of Table A shall be read and construed as if the last sentence ended with 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”.

### **VOTES OF MEMBERS**

8. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote.
9. On a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote and not one vote for every Share of which he is the holder.
10. The second sentence of Clause 59 of Table A shall not apply to the Company

### **DIRECTORS**

11. Unless and until the Company in General meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. 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; and Clause 89 of Table A shall be modified accordingly.
12. A Director shall not be subject to retirement by rotation; and Clauses 73 to 75 (inclusive) of Table A shall not apply to any Director

13. The Chairman of any meeting of the Directors or any committee of the Directors shall be entitled to a second or casting vote. Clause 88 of Table A shall be modified accordingly.
14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge 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
15. A Director may vote as a Director on any resolution concerning 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 94 of Table A shall be modified accordingly.

### **INDEMNITY**

16. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office

### **TRANSFER OF SHARES**

17. Subject to Article 18 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; and Clause 24 of Table A shall be modified accordingly.
- 18 Subject as hereinafter provided:-
  - 18.1 any Share may be transferred to a person who is already a member of the Company
  - 18.2 any Share may be transferred to any of Nicholas Anthony Finding, Raymond Audley Edward Wilmot Williams, Franciskus Hendrikus Josef van Nes and Howard Jonathon Mason and to their spouses, children or remoter issue or to a company or partnership of which such persons are exclusively members
    - 18.2.1 any Shares held by any of Nicholas Anthony Finding, Raymond Audley Edward Wilmot Williams, Franciskus Hendrikus Josef van Nes and Howard Jonathon Mason or a member of their respective families at his death may be transferred by his personal representatives to any widow, child or remoter issue of such person to whom he may have specifically bequeathed the same or to whom the same are due on intestacy and shares standing in the name of such person or his personal representatives may be transferred to the trustees of his Will; and
    - 18.2.2 any Share may be transferred to the trustees of a settlement provided that the beneficiaries or potential beneficiaries of the said settlement are exclusively Nicholas Anthony Finding, Raymond Audley Edward Wilmot Williams, Franciskus Hendrikus Josef van Nes and Howard Jonathon Mason or their children or remoter issue or the respective spouses of such persons
  - 18.3 any share standing in the names of trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.