

## THE COMPANIES ACT 1985

and

## THE COMPANIES ACT 1939

## PRIVATE COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

- of -

## BEAM UK PENSION PLAN TRUSTEE LIMITED

- 1 The name of the Company is BEAM UK PENSION PLAN TRUSTEE LIMITED.
- 2 The Registered Office of the Company will be situated in England and Wales.
- 3 The objects for which the Company is established are:
  - (1) To undertake and discharge the office of trustee of any fund, scheme or plan now or at any time hereafter established or carried on solely or primarily for the benefit of employees of any person, firm or company, or for the spouses, widows, widowers, children, brothers, sisters, parents, dependants or connections of any such employees or to act as attorneys, nominees, agents or trustees for the trustees of any such fund, scheme or plan as aforesaid and to hold any property, securities or investments as such trustee or as nominee of any such trustee as aforesaid and deal with the same accordingly.
  - (2) To undertake and carry on the office or offices and duties of trustee, trust corporation, executor, administrator, liquidator, receiver, secretary, treasurer, committee, attorney or nominee of or for any person, company, corporation, association, government, state, municipal authority body politic or corporate.
  - (3) To act and perform and to carry out all the duties and to exercise all the powers, authorities and discretions of or incidental to or arising out of all trusteeships for the time being held by or vested in the Company.



- (4) To carry on the trade or business of the trusteeship and administration of pension and other benefit schemes.
  - (5) To do all or any of the above things in any part of the world and either as principal, agent, trustee, contractor or otherwise and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.
  - (6) To do all such other things as may be deemed, or as the Company considers, incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into one hundred shares of £1 each.

I, the sole subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and I agree to take the number of shares shown opposite my name.

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Name and Address of Subscriber

Number of shares taken  
by the Subscriber

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Peregrine Secretarial Services Limited  
Level 1  
Exchange House  
Printrose Street  
London  
EC2A 2HS

Two

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Total shares taken

Two

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Dated the 17 May 2006

**THE COMPANIES ACT 1985**

and

**THE COMPANIES ACT 1989**

**PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
BEAM UK PENSION PLAN TRUSTEE LIMITED**

**PRELIMINARY**

1. 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 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles, and regulation 1 shall so apply as if references to "these regulations" included reference to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24, 42 and 64 to 101, 102 to 108 and 110 (in each case inclusive) in Table A shall not apply to the Company.
3. The headings in these articles are for convenience only and shall be ignored in construing the language or meaning of these articles.
4. In addition to the definitions contained in regulation 1 in Table A the following shall apply in these articles:

"Company" means Beam UK Pension Plan Trustee Limited

"Principal Company" means Beam Global Spirits & Wine UK (Holdings) Limited (registered number 5608446) whose registered office is Prewetts Mill, Worthing Road, Horsham, West Sussex, RH12 1ST or any other company which replaces that company as the "Company" as defined in the Trust Deed and Rules of the Beam UK Pension Plan.

### ALLOTMENT OF SHARES

5. Pursuant to Section 80 of the Act, the directors are generally and unconditionally authorised to exercise any power of the Company to allot and grant rights to subscribe for or 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 thereby 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.

### TRANSFER OF SHARES

6. Regulation 23 in Table A shall apply to the Company as if the instrument of transfer of any share shown in the memorandum of association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
7. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share whether or not fully paid.

## PROCEEDINGS AT GENERAL MEETINGS

8. At a general meeting of the Company the Chairman, if any, or in his absence some other director nominated in accordance with article 34 herein shall preside as chairman of the meeting, but if neither the Chairman nor such other director (if any) be present within 15 minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to be Chairman, and if there is only one director present and willing to act, he shall be Chairman.

## APPOINTMENT AND RETIREMENT OF DIRECTORS

9. The Principal Company shall, by written notice signed by the secretary of the Principal Company on its behalf and given or sent to the Secretary, appoint and remove directors of the Company from office in accordance with the following articles 10 to 14.

### INITIAL DIRECTORS

10. The Principal Company shall initially appoint three directors (the "Initial Directors") while a member trustee selection process is carried out, following which two further directors will be selected in accordance with the provisions of the articles. While the Initial Directors are in office, Articles 12, 13 and 14 shall not apply and the quorum for a meeting of the Initial Directors shall be two.

### NUMBER OF DIRECTORS

11. Once the member trustee selection process referred to in Article 10 has been completed, there shall be five directors (other than alternate directors) unless the Principal Company with the consent of the Company determines otherwise.

## SELECTION OF DIRECTORS

12. 40% of the directors shall be selected by the members of the scheme ("members' trustees"). The Principal Company shall propose a nomination process for members' trustees which is in accordance with the Pensions Act 2004 and the Trust deed and Rules of the Beam UK Pension Plan and shall appoint members' trustees solely in accordance with that nomination process. Members' trustees shall hold office for the period specified in the nomination process, which shall not exceed five years, unless re-elected. Members' trustees may resign or be removed from office in the circumstances set out in the nomination process or in the circumstances set out in Article 14. The Principal Company may not remove Members' trustees from office except in the manner set out in the nomination process or in the circumstances set out in Article 14.
13. The remainder of the directors shall be selected by the Principal Company ("employers' trustees"). Employers' trustees shall hold office until such time as they are removed from office by the Principal Company.

## VACATION OF OFFICE

14. The office of a director shall be vacated:
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (b) if he becomes of unsound mind;
  - (c) if he resigns his office by giving notice in writing to the Secretary;
  - (d) if he is prohibited by law from being a director or ceases to be a director by virtue of the Act or any statutory modification or re-enactment thereof;

- (e) if he ceases to be qualified to act as trustee under sections 3, 4 or 29 of the Pensions Act 1995 or otherwise;
- (f) if he is removed from office in accordance with article 9 herein;

For the avoidance of doubt, no person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

### ALTERNATE DIRECTORS

- 15. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. In the case of a director who is a "members' trustee", the alternate director appointed under this Article must either be another of the "members' trustees" or must be a person who has been elected as an Employee Member Representative under the nomination process mentioned at Article 12 above.
- 16. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom unless he has given to the Secretary an address within the United Kingdom at which, during such absence, notice may be sent to him.
- 17. An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.



18. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
19. The remuneration of an alternate director shall be payable out of any remuneration payable to the director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as may be agreed between the alternate director and the director appointing him.
20. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

#### **POWERS OF DIRECTORS**

21. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the articles and except as otherwise expressly provided in the articles a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
22. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

#### **DELEGATION OF DIRECTORS' POWERS**

23. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any director holding any executive office such of their powers as they consider desirable to be exercised by him. Any such

delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

### **REMUNERATION OF DIRECTORS**

24. Any director shall be entitled to such remuneration for the performance of his duties as from time to time agreed between him and the Principal Company.

### **DIRECTORS' EXPENSES**

25. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees appointed pursuant to the articles or otherwise incurred in connection with the discharge of their duties unless such expenses are otherwise reimbursed by the Principal Company.

### **DIRECTORS' APPOINTMENTS AND INTERESTS**

26. A director who has duly declared his interest (so far as he is required to do so by statute or otherwise) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
27. The Company may by ordinary resolution provide, either generally or in respect of any particular matter, that a director may not vote at a meeting of directors or of a committee of directors in respect of a matter in which he is interested, directly or indirectly. However the Company may ratify any transaction not duly authorised by reason of a contravention of any such resolution.

28. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

29. For the purposes of article 29 herein:

- (d) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (e) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## PROCEEDINGS OF DIRECTORS

- 31 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. The directors shall meet at such times as they consider appropriate but in any event shall meet not less than twice in every year and at any time within 28 days after a written request to the secretary signed by any three trustees. Each director shall have one vote and questions arising at a meeting shall be decided by a majority both of members' trustees and of employers' trustees. Any decision so made shall be binding on all directors and any director in the minority on a vote will join in the execution of any documents or deeds approved by a following from the vote.
- 32 Unless otherwise resolved by all of the directors, the quorum for a meeting of the directors shall be a majority of the directors holding office provided that at least one members' trustees and at least one employers' trustees must be present at any meeting in order for the meeting to be quorate.
- 33 The continuing directors may act notwithstanding any vacancies in their number.
- 34 The Principal Company shall from time to time appoint one of the directors to be the Chairman and may also designate a Deputy Chairman. The Chairman and the Deputy Chairman shall continue to hold those offices so long as they remain directors or until the prior determination of their appointments to those offices by the Principal Company. The Chairman shall take the chair at every meeting of the directors at which he is present, but if he is not present and the Deputy Chairman is not present, or if there is no Chairman or Deputy Chairman for the time being appointed then the directors (and/or their alternates) present at the meeting shall choose one of their members to act as the Chairman thereof. Neither the Chairman nor any Deputy Chairman shall have a casting vote.
- 35 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as

if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

- 36 A resolution in writing of which notice has been given to all of the directors and which is signed by a majority both of members' trustees and of employers' trustees shall be as valid and effective as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 37 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.
- 38 All or any of the directors may participate in a meeting of the directors by means of personal attendance or telephone conference call by video or satellite or any other audio or visual link or other form of telecommunication. A director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a 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 then is.

#### SECRETARY

- 39 The Principal Company shall from time to time appoint a person or a body corporate to be the secretary to the Company and may at any time remove any person or body corporate so appointed. A letter signed by the secretary of the Principal Company shall be sufficient evidence of any such appointment or the termination thereof.

## MINUTES

40 The directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees appointed pursuant to the articles, including the names of the persons present at each such meeting.

## AMENDMENT OF THE ARTICLES

41 Any amendment of these articles shall comply with the provisions of the Trust Deed and Rules of the Beam UK Pension Plan.

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**Name and Address of Subscriber**

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Peregrine Secretarial Services Limited  
Level 1  
Exchange House  
Pierrose Street  
London  
EC2A 2HS

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Dated the 17 May 2006