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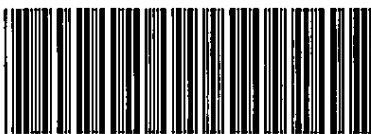
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 6391427

The Registrar of Companies for England and Wales hereby certifies that  
PHILLIPS FOODS LIMITED

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

Given at Companies House, Cardiff, the 5th October 2007



\*N06391427J\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

— for the record —

12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

6391427

Company Name in full

PHILLIPS FOODS LIMITED

I,

DUNCAN WALKER BAINATINE

of

REDEAR 1, GUNNERS VALE, WYNNARD WOODS, TS22 5SL

† Please delete as appropriate

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 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835

Declarant's signature

*[Signature]*

Declared at

POWER HOUSE, HUGHSON ROAD, DARLINGTON, DL1 1ST

Day Month Year

On

07 09 2007

① Please print name

before me ①

*[Signature]* GLENN MORAN

Signed

*[Signature]*

Date

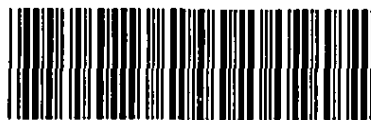
12/09/07

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

|           |             |
|-----------|-------------|
|           |             |
|           |             |
| Tel       |             |
| DX number | DX exchange |

SATURDAY



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29/09/2007

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COMPANIES HOUSE

Form revised 10/00

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2



Companies House

for the record

10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

PHILLIPS FOODS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

POWER HOUSE

HAUGHTON ROAD

Post town

DARLINGTON

County / Region

CO DURHAM

Postcode

DL1 1ST

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
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for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2



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COMPANIES HOUSE

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v 10/05

## Company Secretary (see notes 1-5)

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Company name

PHILLIPS FOODS LIMITED

NAME \*Style / Title

MR

\*Honours etc

FCCA

Forename(s)

SCOTT

Surname

HOPKINSON

Previous forename(s)

Previous surname(s)

Address ††

53 LANCASTER DRIVE, HADRIAN PARK,

WALSLEY

Post town

County / Region

TYNE & WEAR

Postcode

NE28 9TF

Country

ENGLAND

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

Consent signature

Date

7/9/07

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

OBE, D.Sc

Forename(s)

DUNCAN WALKER

Surname

BANNATTINE

Previous forename(s)

Previous surname(s)

Address ††

RED GAP 1, GUNNERS VALE

WIMBORNE WOODS

Post town

BILLINGHAM

County / Region

STOCKTON ON TEES

Postcode

TS 22 5SL

Country

ENGLAND

Day Month Year

Date of birth

02 02 1949

Nationality

BRITISH

Business occupation

CHAIRMAN

Other directorships

BANNATTINE FITNESS LTD, BANNATTINE HOTELS LTD,

BANNATTINE GAMING LTD

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

Consent signature

Date

7/9/07

## Directors (see notes 1-5)

Please list directors in alphabetical order

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Country

Postcode

Date of birth

Day Month Year

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

*D B Arnold*

Date

7/9/07

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

- 1 The Company's name is **PHILLIPS 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 the business of a general commercial company
- (b) To acquire by purchase, lease, exchange, hire or otherwise and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property of any ind necessary or convenient for the purpose of or in connection with the Company's business
- (c) To acquire by purchase, application, registration or otherwise and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, licences, secret processes, trade marks, designs, protections and concessions or any other intellectual property rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same.
- (d) 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 undertake all or any of the liabilities of such person, firm or company as part of the consideration for such acquisition, or to acquire an interest in, 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
- (e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant

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29/09/2007  
COMPANIES HOUSE

licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company

(f) To invest and deal with the moneys of the Company not immediately required and to hold or otherwise deal with any investments made in such manner as the Company may from time to time determine

(g) 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 and 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)

(h) To borrow and raise money in any manner 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

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, warrants, debentures, and other negotiable or transferable instruments

(j) To oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests

(k) To acquire by subscription or otherwise, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, or any other securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and any such securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(l) 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

(m) To promote any other company for the purpose of acquiring the whole or any part of the business or property of undertaking or any of the liabilities of the Company, or of undertaking any

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

(n) To sell or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit.

(o) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of any other company which is its holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise

(r) To distribute among the Members of the Company in kind any property of the Company properly distributable amongst the members

(s) To pay or procure the payment of all or any expenses incurred in connection with the promotion, formation and incorporation of the Company

(t) 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 or employees of 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 including insurance for any Director, officer or Auditor against any liability incurred by such persons in respect of any act or



omission by them in relation to the carrying out of their obligations and duties in relation to the Company

(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 procure the Company to be registered or recognised in any part of the world

(w) To do all or any of the things authorised 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

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause

AND so that

(1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provisions set forth in 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) 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

(3) 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 £ 2 divided into  
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 number of shares shown opposite our respective names

| Names and addresses of Subscribers   | Number of shares taken by each Subscriber   |
|--|---|
| 1 DUNCAN WALKER BANNATT<br>RED GAP 1, GUNNERS VALE<br>WYNNMND WOODS<br>BILLINGHAM<br>STOCKTON ON TEES<br>TS 22 5SL | 2 [TWO]<br> |
| 2  |   |
| Total Shares taken   | 2 [TWO]   |
|  |   |

Dated this 7<sup>th</sup> day of SEPTEMBER 2007

Witness to the above Signatures:

  
SCOTT HOPKINSON  
53 LANCASTER DRIVE  
HADRIAN PARK  
WALSSEND  
TYNE & WEAR  
NE28 9TF

**THE COMPANIES ACTS 1985 - 1989**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

of - **PHILLIPS FOODS**

Limited

**1. PRELIMINARY**

1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 (such Table being referred to in these Articles as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (referred to in these Articles as "Regulations") (save as so excluded or varied) and the Articles shall be the regulations of the Company. A reference herein to any Regulation is to that Regulation as set out in Table A.

1 2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference 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.

**2. AUTHORITY TO ALLOT SHARES**

2 1 The Directors are authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) to such persons at such times and on such terms as they think fit. This authority extends to the share capital with which the Company is registered on incorporation and will expire on the fifth anniversary of such date. The Directors may allot shares pursuant to any employees' shares scheme.

2 2 The Directors may, after the expiry of the said five-year period, allot shares 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 be renewed, varied or revoked by an ordinary resolution of the Company.

**3. PRE-EMPTION ON ALLOTMENT OF SHARES**

Section 89(1) of the Act shall not apply to any allotment of shares made by the Directors pursuant to the authority conferred upon them by Article 2 above. Save as aforesaid any allotment or proposed allotment of equity securities (as defined in section 94 of the Act) shall be subject to the provisions of sections 89, 90 and 95 of the Act.

**4. LIEN**

The Company shall have a first and paramount lien on every Share (whether or not is a fully paid Share) for all monies (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 holder or joint holders for all monies presently payable by such holder or any such joint holder 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 all dividends payable thereon and any other amounts payable in respect of it.

**5. TRANSFER OF SHARES**

The Directors shall have an absolute right, without assigning any reason therefore, to refuse to register the transfer of any Share (whether fully paid or not) and Regulation 24 shall be modified accordingly.

**6. GENERAL MEETINGS**

6.1 Regulation 38(b) shall be read and construed as if the words "a majority together holding such lesser percentage subject to a minimum of 90 per cent as may be fixed by elective resolution passed under section 366A of the Act" were added after the words "giving that right".

6 2 Regulation 41 shall be read and construed as if 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" were added at the end.

6 3 Sub-paragraph (a) of Regulation 62 shall be modified in its application to the Company by the addition after the words "48 hours" of the words "or such shorter period as the Directors may allow".

**7. DIRECTORS**

7.2 The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and for so long as there is a sole Director he shall have authority to exercise all powers and discretions vested in the Directors by Table A or these Articles generally and Regulation 89 shall be modified accordingly.

7.3 For the purpose of determining whether the quorum for the transaction of the business of the Board exists

7.3.1 in the case of a resolution agreed by Directors in telephonic communications, all such Directors shall be counted in the quorum,

7.3.2 in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication with such meeting shall be counted in the quorum.

7.4 Any provision of the Act which, subject to the provisions of these regulations, would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as a Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the Company.

#### **8. ALTERNATE DIRECTORS**

A Director, or any such other person as is mentioned in Regulation 65, 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 purpose of determining whether a quorum is present.

#### **9. NO RETIREMENT BY ROTATION**

The Directors shall not be required to retire by rotation and accordingly Regulations 73, 74 and 75 shall not apply to the Company. The words "by rotation or otherwise" in Regulation 67, "other than a director retiring by rotation" in Regulation 76, "(other than a director retiring by rotation at the meeting)" in Regulation 77, "Subject as aforesaid" and "and may also determine the rotation in which any additional directors are to retire" in Regulation 78, the last two sentences of Regulation 79 and the last sentence of Regulation 84 shall be deleted.

#### **10. APPOINTMENT AND REMOVAL OF DIRECTORS**

A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as 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 by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

#### **11. DIRECTORS' INTERESTS**

11.1 A Director may vote as a Director in regard to any matter in which he has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the Company or upon any matters arising thereon, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such matter is under consideration; and Regulation 94 shall be modified accordingly.

11.2 No third party dealing with the Company shall be concerned to see or enquire whether any director has an interest in any dealings between itself and the Company which ought to be disclosed by that director or whether such interest has been disclosed and shall be entitled to assume, the absence of express notice to the contrary, that all directors of the Company have complied with section 317 of the Act.

#### **12. NOTICES**

12.1 The third sentence in Regulation 88 shall be deleted.

12.2 At the end of Regulation 111 there shall be added the following new sentence  
"Communications by facsimile transmission or telex shall be deemed to be in writing"

12.3 In Regulation 112 after the words "in a pre-paid envelope" there shall be added "or by facsimile transmission or telex" and the final sentence shall be deleted.

12.4 Regulation 115 shall be replaced with the following "Proof that an envelope containing a notice was

conclusive evidence that the notice was given. A notice sent by post shall be deemed to be given at the expiration of forty eight hours after the envelope containing it was posted. A notice sent by facsimile transmission or telex shall be deemed to be given when sent "


### 13. INDEMNITY

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 727 of the Act in which relief is granted him by the Court and no Director or other officer shall be liable for 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 avoided by section 310 of the Act.

  
Name Address and Description of Signer

DUNCAN WALKER BANNATYNE  
LEDGAR 1, GUNNERS VALE  
WIMYARD WOODS  
BILLINGHAM  
STOCKTON ON TEES  
TS22 5SL

Dated 7<sup>th</sup> day of SEPTEMBER 2007  
WITNESS to the above signature -

  
SCOTT HOPKINSON  
55 LANCASTER DRIVE  
HARRISON PARK  
WALLSEND  
TYNE & WEAR  
NE28 9TF