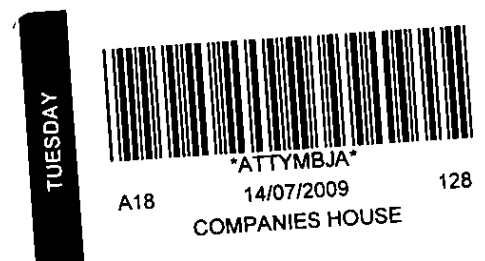


Company number: 6849539

WM R WINTON HOLDINGS LIMITED

ARTICLES OF ASSOCIATION



Halliwell's

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Company Number: 6849539

PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
WM R WINTON HOLDINGS LIMITED

1 Definitions and interpretation

- 1.1 In these Articles the following words and expressions have the following meanings unless the context otherwise requires:

"Business Day"

a day other than a Saturday or Sunday or public holiday in England;

"CA1985"

the Companies Act 1985;

"CA2006"

the Companies Act 2006;

"Director"

a duly appointed director of the Company from time to time;

"Member"

a registered holder of an issued Share from time to time;

"Share"

an ordinary share of 1pence in the capital of the Company; and

"Table A"

Table A in the Companies (Tables A to F) Regulations 1985 as amended prior to, and in force as at, the date of adoption of these Articles; and

- 1.2 These Articles and the regulations of Table A (subject to any modifications set out in these Articles) shall constitute all the articles of association of the Company.

- 1.3 In these Articles a reference to:

1.3.1 a statutory provision includes a reference to the statutory provision as replaced, modified or re-enacted from time to time before or after the date of these Articles and any subordinate legislation made under the statutory provision before or after the date of these Articles. In particular (without prejudice to the generality of the foregoing) a reference to a section of CA1985 shall include a reference to any section of CA2006 which replaces, modifies or re-enacts that section of CA1985 at any time after the date of these Articles with effect from the date such section of CA2006 comes into force;

1.3.2 a person includes a reference to an individual, body corporate, association, government, state, agency of state or any undertaking (whether or not having a legal personality and irrespective of the jurisdiction in or under the law of which it was incorporated or exists); and

1.3.3 these Articles is to these Articles of Association, and a reference to an article is to an article of these Articles, in each case as amended from

time to time in accordance with the terms of these Articles, CA1985 and CA2006.

- 1.4 The contents table and headings in these Articles are for convenience only and do not affect their interpretation.
- 1.5 Words importing the singular include the plural and vice versa and words importing a gender include every gender.
- 1.6 The Contracts (Rights of Third Parties) Act 1999 shall not apply to any rights under these Articles.

2 Authorised share capital

At the date of adoption of these Articles the authorised share capital of the Company is £1,000 divided into 100,000 Shares.

3 Issue of shares

- 3.1 All unissued Shares from time to time shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think fit in their absolute discretion, provided that no Share shall be issued at a discount.
- 3.2 Section 89(1) and sub-sections (1) to (6) of section 90 CA1985 shall not apply to the Company.
- 3.3 Save as provided to the contrary by these Articles, the Directors are generally and unconditionally authorised for the purposes of section 80 CA1985 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 of the Company from time to time at any time or times during the period of five years from the date of the adoption of these Articles 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.

4 Transfer of shares

- 4.1 Shares may be transferred by transfer in writing in usual common form or in any other form approved by the Directors. The instrument of transfer shall be signed by or on behalf of the transferor(s) and, when the share is not fully paid, shall also be signed by the transferee(s).
- 4.2 The Directors may, in their absolute discretion and without assigning any reason therefore, refuse to register any transfer of Shares. Regulation 24 of Table A shall not apply to the Company.

5 Proceedings at general meetings

- 5.1 No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon. Save where the Company has only one Member, two "qualifying persons" (as defined in section 318(3) CA2006) shall be a quorum. For

so long as the Company has only one Member, one such "qualifying person" shall be a quorum. Regulation 40 of Table A shall not apply to the Company.

- 5.2 Regulation 41 of Table A shall be amended by the addition of the following words at the end of that regulation:

"If within half an hour of the time appointed for the holding of an adjourned meeting a quorum is not present, the Member(s) present (either in person, by proxy or by an authorised representative of a company) shall constitute a quorum".

- 5.3 A poll may be demanded at any general meeting by:

5.3.1 the chairman; or

5.3.2 by any Member present (in person, by proxy or by an authorised representative of a company) and entitled to vote on the relevant resolution.

Regulation 46 of Table A shall be modified accordingly.

- 5.4 Unless the Directors otherwise determine, no Member shall vote at any general meeting of the Company, or at any separate meeting of the holders of any class of shares in the Company (either in person, by proxy or by a duly authorised corporate representative) in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid. Regulation 57 of Table A shall not apply to the Company.

- 5.5 The Company shall not be required to give notice of a general meeting to a Member:

5.5.1 whose registered address is outside the United Kingdom unless he has provided an address for service within the United Kingdom; or

5.5.2 for whom the Company no longer has a valid UK address.

Regulation 38 of Table A shall be modified accordingly.

6 Electronic communications

The Company may, subject to and in accordance with the provisions of CA2006, serve any notice on, or send or supply any other documents or information to, its Members or any other person by any electronic means, including by making them available on a website.

7 Directors

- 7.1 Unless and until determined otherwise by general meeting of the Company the minimum number of directors shall be one and there shall be no maximum number of Directors. Regulation 64 in Table A shall be modified accordingly.

- 7.2 Whenever the number of Directors shall be one, the sole Director may exercise all the powers and authorities vested in the Directors by Table A and by these Articles and any provisions of these Articles or Table A shall apply with any necessary modification.

- 7.3 Where, as a result of the death of the sole Member of the Company, the Company has no Members and no Directors, the personal representatives of the deceased sole Member shall have the right, by notice in writing, to appoint a person to be a Director and such appointment shall be as effective as if made by the Company in general meeting in accordance with the provisions of Regulations 76 to 78 of Table A.
- 7.4 Without prejudice to the first sentence of regulation 89 of Table A, a meeting of the Directors or of a committee of the Directors may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others, simultaneously; and the word "meeting" in these Articles and Table A shall be construed accordingly. Any such meeting shall be deemed to take place at the location of the Chairman or, if a Chairman has not been appointed, the location where the majority of the Directors are present or at such other place as the Directors may agree.
- 7.5 A resolution in writing signed (or approved in electronic form) by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Director; 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. Regulation 93 of Table A shall not apply to the Company.
- 7.6 Without prejudice to the provisions of sections 177 and 182 CA2006, a director may vote at, and be counted in the quorum of, a meeting of Directors, or of a committee of Directors, on any resolution concerning a matter in which he (or any person connected with him by virtue of section 252 CA2006) has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, provided that he has disclosed to the Directors the nature of that interest or duty. Regulations 94 to 98 of Table A shall not apply to the Company.
- 7.7 Save where the company has a sole Director, the quorum for all meetings of the Directors shall be two Directors, present either in person or by a duly appointed alternate. Regulation 89 of Table A shall not apply to the Company.
- 7.8 In the case of an equality of votes on any matter considered by the Directors, the chairman of the Directors shall not be entitled to a casting vote. Regulation 88 of Table A shall not apply to the company.

8 Indemnity

- 8.1 A relevant Director (as defined in article 8.3 below) may be indemnified out of the Company's assets against any liability (other than a liability to the Company or an associated company) which that Director incurs in connection with:
- 8.1.1 civil proceedings in relation to the Company or an associated company (other than a liability incurred in defending proceedings brought by the Company or an associated company in which final judgment is given against the Director);
 - 8.1.2 criminal proceedings in relation to the Company or an associated company (other than a fine imposed in such proceedings, or a liability

incurred in defending proceedings in which the Director is convicted and the conviction is final);

8.1.3 regulatory action taken by or a regulatory investigation by a regulatory authority in relation to the Company or an associated company (unless a sum is payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising));

8.1.4 any application for relief:

- (a) under section 114(3) or (4) CA1985 (acquisition of shares by innocent nominee); or
- (b) section 1157 CA2006 (general power to grant relief in case of honest and reasonable conduct),

unless the court refuses to grant the Director relief, and the refusal of relief is final; or

8.1.5 civil proceedings in relation to an occupational pension scheme (as defined in section 235(6) CA2006) of which the Company is a trustee in respect of liability incurred in connection with the Company's activities as a trustee of the scheme (other than a fine imposed in criminal proceedings, a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising) or a liability incurred in defending proceedings in which the director is convicted and the conviction is final).

8.2 For the purposes of article 8.1, a judgment, conviction or refusal of relief becomes final:

8.2.1 if not appealed against, at the end of the period for bringing an appeal; or

8.2.2 if appealed against, at the time when the appeal (or any further appeal) is disposed of, and an appeal is disposed of:

- (a) if it is determined and the period for bringing any further appeal has ended; or
- (b) if it is abandoned or otherwise ceases to have effect.

8.3 In this article 8:

8.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

8.3.2 a "relevant Director" means any director or former director of the Company.

8.4 Regulation 118 of Table A shall not apply to the Company.

9 **Insurance**

9.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

9.2 In this article 9:

9.2.1 a "relevant officer" means any director or former director of the Company, any other officer or employee or former officer or employee of the Company (but not its auditors) or any trustee of an occupational pension scheme (as defined in section 235(6) CA2006) for the purposes of an employees' share scheme of the Company; and

9.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company (within the meaning of article 8.3 above) or any pension fund or employees' share scheme of the Company.

10 **General**

10.1 In regulation 8 of Table A the words "not being a fully paid Share" shall be omitted. The Company shall 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 is the sole registered holder thereof or one of two or more joint holders) for all monies presently payable by him or his estate to the Company.

10.2 The liability of any member in default in respect of a call shall be increased by the addition of the following words at the end of the first sentence of regulation 18 of Table A: "and all expenses that may have been incurred by the Company by reason of such non-payment".