

MEMORANDUM OF ASSOCIATION

of

BAR TONIC LIMITED

255103

A PRIVATE LIMITED COMPANY

incorporated under

THE COMPANIES ACTS 1985 and 1989

ADOPTED BY RESOLUTION ON

FEBRUARY 2007

- 1 The Company's name is "**BAR TONIC LIMITED**"
- 2 The Company's registered office is situated in Scotland
- 3 The Company's objects are



- 3 1 to carry on the business of a general commercial company undertaking any trade, business, project or enterprise of whatever description, whether of a private or public nature, and all or any processes and activities incidental or conducive to, or connected with, such business, directly or indirectly, whether by itself or through any subsidiary, associated or allied company, or firm, or other business arrangement, as the Company or its Directors decide may be appropriate, convenient, expedient or reasonable to advance, promote, improve or develop the interests of the Company or its members,
- 3 2 to develop, manufacture, extract, refine, process, purchase, sell, repair, transport, store, export, import, let on hire, or otherwise deal in, all kinds of materials, substances, goods, articles and property, whether corporeal or incorporeal, and services of any kind,
- 3 3 to purchase, feu, take on lease, hire, exchange or otherwise acquire and hold, and to sell, let or otherwise dispose of, in whole or in part, any lands, interests in land, buildings, plant, machinery, stock in trade, business concerns and any heritable or moveable, corporeal or incorporeal, real or personal property or interest whatsoever, wherever situated, and to construct, alter, repair, demolish, manage and maintain any of the foregoing,
- 3 4 to borrow, or raise, money or other forms of finance, and to secure the payment of money or finance and the observance of any obligations relating to them, in such manner and for such purposes as the Directors shall think fit, and to mortgage, use as security, or otherwise charge or encumber, in any manner whatsoever permitted in any relevant jurisdiction in which the Company has assets or carries on business, and, in particular, to secure by way of fixed charge, mortgage, debenture or floating charge over, the whole or any part of the undertaking, property or assets, present and future, including uncalled capital, of the Company and to create, issue and accept Securities,

* Changed by members' resolution on 19 September 2003 and on 7 October 2003

- 3 5 to draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, shipping documents, documentary credits and other negotiable or transferable instruments, and to buy, sell and deal in currencies, commodities, options, swaps, traded options or futures (financial or commodity) and any other financial instruments or products,
- 3 6 to lend or advance money, place or accept money on deposit or current account, or provide credit to any person, and on such terms and such security as may be thought fit, at the Directors' discretion, and to deposit money with any bank, deposit taker or other financial organisation,
- 3 7 to guarantee, or give security, surety or any other form of cautionary obligation, for the payment of money by, or for the performance of any contract or obligation by, or for the payment or repayment of any principal, interest, dividends and premiums on, and any other obligations by, the Company, any Associated Company or any other person,
- 3 8 to promote the interests, business or undertaking of any Associated Company which is for the time being a subsidiary or holding company, or subsidiary of any holding company of the Company in any manner whatever and, in particular, by paying or discharging the liabilities or obligations of any Associated Company or undertaking, or giving any undertaking to do so, whether by giving any indemnity or any guarantee in respect of such liabilities, or by giving any security or charge for any such indemnity or guarantee, or for the payment of money or performance of obligations by any Associated Company, either with, or without, consideration, and whether or not any benefit flows to the Company other than the promotion of such Associated Company's interests, business or undertaking,
- 3 9 to invest and deal with the funds of the Company in such investments, Securities or other financial arrangements, as may from time to time be determined by the Directors or approved by the Company in general meeting,
- 3 10 to subscribe for, underwrite, purchase, deal with, dispose of or otherwise acquire or deal in Securities of any company, fund, business or trust,
- 3 11 to acquire, hold, operate, deal with or dispose of all, or any part, of the undertaking, property, business, liabilities or assets of any person, whether as part of the consideration for, or arrangements of, any acquisition, disposal, or otherwise,
- 3 12 to amalgamate or enter into partnership, joint venture, profit or loss sharing arrangement, or any other arrangement with any person,
- 3 13 to carry out, or arrange, experiments or other research and development in connection with any aspect of the business or any proposed business of the Company, and to apply for, acquire, use, protect, prolong, renew, establish, or defend in any part of the world, any inventions, patents, patent rights, brevets d'invention, trade marks, service marks, trade or brand names, designs, industrial designs, registrable designs, copyright, moral rights, licences, concessions, protections or other such rights which may be, or appear to be, advantageous or useful to the Company, or to the business of the Company, or to any Associated Company,
- 3 14 to purchase and maintain insurance against all or any losses, damages, risks and liabilities which may affect the Company or its business, or any officer or auditors of the Company, subject to any limitations contained in the Act,
- 3 15 to issue and allot Securities of the Company for cash, or in payment, or part payment, for any property purchased or otherwise acquired by the Company, or any services rendered to the Company, or as security for any obligation, or amount, or for any other purpose,

- 3 16 to pay out of funds of the Company all expenses which the Company may lawfully pay for, or incidental to, the formation and registration of, or the raising of money for, the Company, or the issue of any Securities, or the application to any recognised investment exchange for listing for, or dealing in, any or all of the Company's Securities, including brokerage fees and commissions for obtaining applications for, or taking, placing or underwriting, or procuring the underwriting of Securities or rights of the Company,
- 3 17 to grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death, to any Directors, officers or employees, or former Directors, officers or employees of the Company or any company which at any time is or was an Associated Company, or any predecessor in business of any of them, and to the relations or dependants of any such persons, and to other persons whose service or services have, in the opinion of the Directors, been of benefit to the Company or whom the Directors consider have any moral claim on the Company, or to such persons' relations, connections or dependants, and to establish, or support, any person, fund, association, institution, club, school, trust, insurance or scheme, including, in particular, but without prejudice to the foregoing generality, any trust or scheme relating to the grant of any option over, or other interest in, any share in the capital of the Company, any Associated Company or of any other company, or in any debenture or security of any corporation or company, including the Company, and including the provision of financial assistance as described in, and permitted by, section 153(4) (b) and (bb) of the Act, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons, the Company or its members, and to subscribe, guarantee or pay money for any purpose intended, directly or indirectly, to further the interests of such persons, the Company or its members, or for any national, charitable, benevolent, educational, social, public or generally related object,
- 3 18 to compensate for loss of office any Directors or any other officer of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is or has been engaged,
- 3 19 to promote or establish or concur in the promotion or establishment of any other company for the purpose of purchasing or taking over all or any of the properties, rights and liabilities of the Company, or carrying on any business or operations which the Company carries on or is authorised to carry on, or for any other purpose which may, directly or indirectly, benefit or advance the objects or interests of the Company, and to acquire, hold, dispose of, or otherwise deal with any Securities of any such company,
- 3 20 to sell, or otherwise dispose of, the Company or any part of the business, undertaking, property and assets of the Company, or any Associated Company,
- 3 21 to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital may be made, except as is permitted under the Act,
- 3 22 to pursue any of the objects of the Company in any part of the world, whether as agents, contractors, principals, trustees, or otherwise, along or in conjunction with others, and either by or through agents, contractors, distributors, sub contractors, subsidiaries, trustees, or otherwise,
- 3 23 to carry on any activity and do anything of any nature which, in the opinion of the Directors, or the Company, appears to be capable of being conveniently carried on, or done by, the Company, or seems to be conducive, directly or indirectly, to the benefit of the Company, any of its Associated Companies or any of their businesses,

- 3 24 to pursue the objects, and to exercise all powers, of a general commercial company,
- 3 25 to promote the interests of Landmark Pub Company Limited, registered number SC301189 and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company,
- 3 26 3 26 1 For the purposes of this Clause 3, the words and expressions below shall have the following meanings unless the context requires otherwise
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| "the Act" | means the Companies Act 1985, as amended, |
| "Associated Company" | means a subsidiary or holding company of the Company, or any subsidiary of any holding company of the Company, |
| "Directors" | means the directors, or where appropriate, a majority of the directors of the Company, appointed from time to time, |
| "recognised investment exchange" | bears the same meaning as that contained in section 207(1) of the Financial Services and Markets Act 2000, |
| "Securities" | shall include any fully, partly, or nil paid, or no par value, share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, option, right to subscribe or convert, or similar right or obligation, |
- 3 26 2 Words importing the singular include the plural and vice versa,
- 3 26 3 Words importing a particular gender include any gender,
- 3 26 4 References to a "person" include any natural person or any legal person, body or organisation incorporated or unincorporated and any other person,
- 3 26 5 "Other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible,
- 3 26 6 The objects specified in each Sub Clause of this Clause 3 shall except where otherwise specified, be in no way limited or restricted by reference to, or inference from, the terms of any other Sub clause of this Memorandum of Association, or by the name of the Company, or by the nature of any business currently, previously, or in the future, carried on by the Company, or by the order in which such objects are stated, but may be carried out in as full and

ample a manner, and shall be construed in as wide a sense as if each Sub clause defined the objects of a separate and independent company,

3 26 7 The objects specified in each of the above Sub clauses of this Clause 3 shall be considered as separate objects of the Company and shall not be restricted or construed as being merely powers of the Company,

3 26 8 Any reference to any Clause or Sub Clause is a reference to such contained in this Memorandum of Association

4 The liability of the members is limited

5 The Company's share capital is £320,000 divided into 160,000 "A" Ordinary Shares of £1 00 each and 160,000 "B" Ordinary Shares of £1 00 each *

* Changed by members' resolution on 7 November 2003