

No. 56350

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THE COMPANIES ACTS 1948 - 1967

LIPTON LIMITED

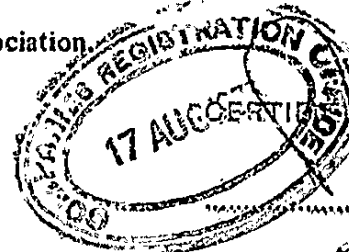
**Special Resolution**

(Passed 10th May, 1973)

At an EXTRAORDINARY GENERAL MEETING of the members  
duly convened and held on the      tenth      day of      May,      1973,  
the following Resolution was duly passed as a SPECIAL RESOLUTION:-

**RESOLUTION**

"That the regulations contained in the document submitted  
to this meeting which for the purpose of identification has been  
signed by the Chairman of this meeting be and are hereby adopted as  
the Articles of Association of the Company, in substitution for and to  
the exclusion of, all existing Articles of Association.



A TRUE COPY

SECRETARY

THE COMPANIES ACTS 1948 - 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF

LIPTON LIMITED

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(Adopted pursuant to Special Resolution passed on  
10th May, 1973)

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1. Subject as hereinafter provided the regulations in Part 1 of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the company.
2. In clause 1 of Table A the following definition shall be inserted between the definitions of "secretary" and "the United Kingdom":—  
"The Statutes" means the Companies Act, 1948, and every other Act for the time being in force concerning Joint Stock Companies and affecting the company."
3. The following clause shall be added after clause 6 of Table A :—  
"6A. The shares shall be under the control of the directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and at such times as the directors think fit, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act."
4. The following clause shall be substituted for clause 22 of Table A :—  
"The instrument of transfer of any share shall be signed by or on behalf of the transferor and transferee, and the transferor shall, as far as the company is concerned, be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members in respect thereof."
5. The following clause shall be substituted for clause 24 of Table A :—  
"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."
6. In clause 47 of Table A the second sentence shall be deleted.

7. The following clause shall be substituted for clause 53 of Table A :—

"No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum."

8. The following clause shall be added after clause 61 of Table A :—

"61A. Subject to the provisions of the Act, a resolution in writing signed by every member for the time being entitled to receive notice of and to attend and vote at general meetings or by his attorney duly authorised in writing or, if the member is a corporation, by its duly authorised representative, shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held."

9. The following clause shall be substituted for clause 75 of Table A :—

"The number of directors shall not be less than two nor more than twelve."

10. The following clauses shall be substituted for clauses 78, 79 and 80 of Table A :—

"78. A director may hold any employment or office in the company (other than that of auditor), including membership of any committee consisting of directors only or of directors and other persons, in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors or by any committee of the directors to which any such power of appointment may be delegated, and a director of the company may be or become a director of any company promoted by this company or in which this company may be interested as vendor, shareholder or otherwise, but any such director shall account to this company for any remuneration or other benefits received or receivable by him as a director or employee of any such company. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any employment or office in the company including that of a managing director or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof."

"79. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures and other securities. Provided that the aggregate amount for the time being remaining outstanding of monies so borrowed and of monies borrowed by any subsidiary company for the time being of the company (exclusive of monies outstanding in respect of (a) borrowings by this company from its holding company or another subsidiary of its holding company and (b) borrowings by any subsidiary company of this company from this company's holding company or another subsidiary of this company's holding company) shall not at any time without the previous sanction of the company in general meeting exceed the nominal amount of the shares of the company for the time being issued, but no debt incurred or security given in respect of monies borrowed in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice at the time the debt was incurred or the security given that the limit hereby imposed had been exceeded."

"80. The business of the company shall be managed by the directors, who may exercise all such powers of the company as are not by the Statutes or by these regulations required to be exercised by the company in general meeting, subject nevertheless to these regulations, to the provisions of the Statutes and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting, but no regulations made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if such regulations had not been made. The general powers given by this regulation shall not be limited or restricted by any special authority or power given to the directors by any other regulation."

11. The following clause shall be added after clause 80 of Table A :—

"80A. The directors may arrange that any branch of the business carried on by the company or any other business in which the company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the company make such arrangements as they think

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advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and reappoint any person (whether members of their own body or not) to act as directors, managing directors or managers of any such company or any other company in which the company may be interested, and may (subject, in the case of a member of their own body, to the provisions of regulation 78) determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed."

12. Clause 83 of Table A shall be deleted.

13. The following clause shall be substituted for clause 84 of Table A :—

"84. (a) Subject to the next paragraph of this regulation, no director or intending director shall be disqualified by his office from contracting with the company, either as vendor, purchaser or in any other manner whatever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relations thereby established.

(b) A director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the company shall declare the nature of his interest at the meeting of the directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the directors after he becomes so interested. Provided nevertheless that a director shall not vote in respect of any contract in which he is so interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving to any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company, nor to any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company which the director has himself guaranteed or secured, nor to any contract by a director to subscribe for or underwrite shares or debentures of the company, nor to any contract or arrangement with a corporation in which he is interested only by reason of being a director, officer, creditor or member of such corporation and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, by the company in general meeting. A general notice to the directors given by a director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under this regulation. And after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the directors or the director giving the same takes reasonable steps to secure that it is brought up and read at the next meeting of the directors after it is given."

14. In sub-clause (c) of clause 86 of Table A a full stop shall be substituted for the semi-colon and the remaining words of clause 86 shall be deleted.

15. In clause 88 of Table A sub-clause (f) shall be deleted and the following sub-clauses shall be added after sub-clause (e) of clause 88 :—

"(f) without leave, be absent otherwise than on the business of the company, from meetings of the directors for six consecutive months, and the directors resolve that his office be vacated; or

"(g) without the sanction of the company, carries on, or is directly or indirectly engaged either alone or in partnership with, or as agent for any other person or persons in the carrying on of any business similar to, or competing with the business of the company or any branch thereof; but no director shall vacate his office by being or becoming a director or shareholder in any other joint stock company."

16. The following heading and clause shall be substituted for the heading "Rotation of Directors" and clause 89 of Table A :—

## RETIREMENT OF DIRECTORS

At the annual general meeting in each year all the directors shall retire from office. Managing directors shall not be subject to retirement under this clause. The retiring directors shall retain office until the dissolution of such meeting."

17. Clause 90 of Table A shall be deleted.
18. In clause 94 of Table A a full stop shall be substituted for the comma and the remainder of that clause shall be deleted.
19. In clause 95 of Table A the second sentence shall be deleted.
20. In clause 97 of Table A the second sentence shall be deleted.
21. In clause 107 of Table A the second sentence shall be deleted and the following sentence substituted therefor :---

"A managing director shall be subject to the same provisions as to resignation or removal as the other directors and if he cease to hold the office of director from any cause he shall *ipso facto* and immediately cease to be a managing director."

"22. The share capital of the Company at the date of adoption of these Articles is £4,250,425 divided into 4,250,000 Deferred Shares of £1 each and 4,250 Ordinary Shares of 10p each the respective rights attached to which are as follows:

- (1) the profits which the Company may determine to distribute in respect of any financial year shall be applied first in paying to the holders of the Ordinary and Deferred Shares *pari passu* a dividend of up to 5 per cent per annum and the balance of the said profits shall be paid to the holders of the Ordinary Shares.
- (2) on a winding up the assets available for distribution among the members shall be applied first in repaying to the holders of the Ordinary Shares the sum of 10p for each Ordinary Share held by them second in repaying to the holders of the Deferred Shares the sum of £1 for each Deferred Share held by them and any balance of such assets then remaining shall belong to the holders of the Ordinary Shares.
- (3) save as in this Article provided the holders of the Deferred Shares shall not be entitled to any participation in the profits or assets of the Company.
- (4) the holders of the Deferred Shares shall not be entitled to attend or vote at any general meeting of the Company by virtue of or in respect of their holdings of Deferred Shares.

THE COMPANIES ACTS.

COMPANY LIMITED BY SHARES.

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Memorandum

AND

Articles of Association

OF

LIPTON, LIMITED

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Incorporated the 3rd day of March, 1898

(New Articles adopted pursuant to Special Resolution  
passed 10th May, 1973.)

SLAUGHTER AND MAY,

18, AUSTIN PRIARS,

LONDON, E.C.2.



Certificate of Incorporation  
OF  
LIPTON, LIMITED

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I hereby certify that LIPTON, LIMITED is this day Incorporated under the Companies Acts, 1862 to 1893, and that the Company is LIMITED.

GIVEN under my hand at London this Third day of March One thousand eight hundred and ninety-eight.

J. S. PURCELL,  
*Registrar of Joint Stock Companies.*

*Fees and Deed Stamps, £51 5s.*

*Stamp Duty on Capital, £2,000.*

COMPANY LIMITED BY SHARES.

**Memorandum of Association**

OF


**LIPTON, LIMITED**

1. The name of the Company is "LIPTON, LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
  - (1) To acquire and take over the whole or any part or parts of the business of a tea and coffee dealer, grower and importer, and provision importer, manufacturer and merchant carried on in the United Kingdom, South Africa, Ceylon, Russia, and elsewhere, by SIR THOMAS JOHNSTONE LIPTON, and all or any of the assets and liabilities of the said SIR THOMAS JOHNSTONE LIPTON in connection therewith, and with a view thereto to enter into and to carry into effect, with or without modification, the Agreement referred to in Clause 3\* of the accompanying Articles of Association.
  - (2) To grow, cultivate, produce, and manufacture tea, coffee, cocoa, and other natural products of any kind, and for that purpose to lay out, construct, purchase, take on lease, or otherwise acquire, alter, equip, maintain, and work all necessary gardens, plantations, farms, estates, and manufactories or other properties, in any place or places.

\* (This refers to Clause 3 in the original Articles of Association which related to the Agreement for the purchase of the business.)



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- (3) To carry on all or any of the businesses of brewers, hop merchants and growers, malt factors, corn merchants, wine, beer and spirit merchants, and importers and distillers, coopers and bottlers, bottle makers, potters, manufacturers of and dealers in aerated and mineral waters and other drinks, licensed victuallers, hotel keepers, beer-house keepers, restaurant keepers, ice manufacturers and merchants, butchers, grocers, bakers, tobaccoconists, farmers, dairymen, yeast dealers, grain sellers and dryers, timber merchants, brickmakers, and coal merchants.
  - (4) To carry on the business of proprietors and publishers of newspapers, journals, magazines, books and other literary works, publications and undertakings, and the business of printers, booksellers, bookbinders, papermakers, stationers, engravers, and any other business or manufacture in connection with the business of such proprietors and publishers as aforesaid as may seem expedient.
  - (5) To establish competitions in respect of contributions or information suitable for insertion in any publication of the Company, or otherwise for any of the purposes of the Company, and to offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient.
  - (6) If at any time hereafter deemed expedient so to do, to carry on the business of drapers, cloth manufacturers, haberdashers, hosiers, milliners, dressmakers, tailors, hatters, boot and shoe makers, wholesale and retail dealers of and in textile and other fabrics and clothes, outfitters of every or any kind, and to carry on the businesses of manufacturers, cultivators, growers, and importers, and wholesale and retail dealers of and in all or any kind of foods, drinks, provisions, drugs, chemicals, confectionery, perfumery, soap, furniture, materials and produce, and other articles of personal and household use or consumption.
  - (7) To carry on business as general storekeepers, manufacturers, importers, exporters, and merchants.
  - (8) To carry on business as bankers and financiers.
  - (9) Generally to undertake and carry out all such operations and transactions, whether insurance or otherwise, except the issuing of policies of assurance upon human life, as a private individual capitalist may lawfully undertake and carry out.

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- (10) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employecs or ex-employees of the Company or its predecessor in business or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general, or useful object.
- (11) To purchase, take on lease or in exchange, hire or otherwise acquire any property, real or personal, movable or immovable, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or incidental to its objects or any of them.
- (12) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company and to enter into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concessions, or otherwise with any such person or company, or with any person or company carrying on any business capable of being managed or conducted so as to directly or indirectly to benefit this Company; and as the consideration for the same, to pay cash or to issue any shares, stocks, or obligations of this Company.
- (13) To make arrangements with persons engaged in any trade, business, or profession for the concession to the Company's Members of any special rights, privileges, and advantages, and in particular in regard to the supply of goods.
- (14) To purchase, subscribe for, or otherwise acquire and to hold the shares, stocks, or obligations of any company in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits, to distribute any such shares, stocks, or obligations amongst the Members of this Company in specie.
- (15) To acquire any trade marks, letters patent, brevets d'invention, licences, concessions, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, composition, secret process, receipt or recipe, which may seem

capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to work, transfer, let or sub-let the same.

- (16) To acquire, construct, hire, improve, repair, insure and maintain any ships, vessels, tugs, mills, factories, canals, waterworks, machinery, tramways, railways, sidings, piers, jetties, engines, furnaces, plant, stock, warehouses, shops, offices, buildings, works, matters or things which may be necessary or convenient for the purposes of the Company or any of them, and to the working of the same or any part thereof.
- (17) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to any of the Company's objects and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.
- (18) 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 be made except with the sanction (if any) for the time being required by law.
- (19) To amalgamate with any other company having objects altogether or in part similar to the objects of this Company, and to promote and form or concur in promoting and forming other companies whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance, directly or indirectly, the objects or interests of this Company.
- (20) To borrow or raise or secure the payment of money, and for those purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds, or other obligations, bills of exchange, promissory notes, or other negotiable instruments.

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We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
THOMAS JOHNSTONE LIPTON, City Road, London, Merchant ... ..	One Ordinary
DUNCAN McDIARMID, 16, Portland Road, Finsbury Park, General Manager ... ..	One „
THOMAS R. SMITH, City Road, London, E.C., Tea Buyer ... ..	One „
JOHN GRAY, 50, Highbury Hill, London, N., District Manager ... ..	One „
WALTER WEIR, 21, Woodberry Grove, London, N., Accountant ... ..	One „
ARCHIBALD MINTO, 63, Earlham Grove, Forest Gate, Head of Department ... ..	One „
WILLIAM SHAW CARMICHAEL, Aden Grove, London, N., Secretary ... ..	One „

Dated the 3rd day of March, 1898.

Witness to all the above Signatures—

CHARLES RUSSELL,

37, Norfolk Street, Strand, W.C.

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(21) To sell, let, develop, dispose of, or otherwise deal with the undertaking, or all or any part of the property of the Company, upon any terms.

(22) To pay out of the funds of the Company all or any of the expenses of or incident to the formation, registration, and advertising of or raising money for the Company, and the issue of its capital, including brokerage and commission for obtaining applications for or placing shares or debentures, debenture stock, or other securities of the Company, and to apply at the cost of the Company to Parliament for any extension of the Company's powers or alterations of its constitutions.

(23) To hold in the names of one or more other person or persons any property which the Company is authorised to acquire, and to carry on or do any of the businesses, acts and things agreed, and to carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association, or company, and in any part of the world.

(24) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the Members is limited.

5. The capital of the Company is £3,250,000 divided into 3,250,000 shares. .£1 each.\*

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\*On the 10th May, 1973, the Capital of the Company was £4, 250, 000 divided into 4, 250, 000 Deferred Shares of £1 each and 4, 250 Ordinary Shares of 10p. each.

Director

Fo.282 R.4.  
Stamp £2  
Seal of  
Supreme  
Court of  
Judicature

In the High Court of Justice.

No. 00367 of 1958.



CHANCERY DIVISION.

MR. JUSTICE WYNN-PARRY.

MONDAY the 14th day of JULY 1958

IN THE MATTER OF LIPTON, LIMITED

AND

IN THE MATTER OF THE COMPANIES ACT, 1948.

UPON THE PETITION of the above-named LIPTON, LIMITED (hereinafter called "the Company") whose registered office is situate at City Road in the County of London on the 19th June 1958 preferred unto this Court

AND UPON HEARING Counsel for the Company and for The Home and Colonial Stores Limited (the beneficial owner of all the Ordinary Shares of the Company)

AND UPON READING the said Petition the Order dated the 8th May 1958 (whereby the Company was ordered to convene separate meetings of the holders of (i) its 4 per cent. Cumulative Redeemable Preference Shares of £1 each and (ii) its Ordinary Shares of £1 each for the purpose of considering and if thought fit approving with or without modification, a Scheme of Arrangement proposed to be made between the Company and the holders of its said Shares) the Order dated the 26th June 1958 (dispensing with the settlement of a list of Creditors) the "Times" newspaper of the 23rd May 1958 (containing an advertisement of the notice concerning the meeting directed to be held by the said Order dated the 8th May 1958) the "Times" newspaper of the 5th July 1958 (containing a notice of the presentation of the said Petition and that the same was appointed to be heard this day) the three Affidavits of Sir Lancelot Carrington Royle K.B.E. filed respectively the 6th May 1958 and the 20th and 20th June 1958 the Affidavit of Roy King Fordham Scruby filed the 28th May 1958 and the Exhibits in the said Affidavits respectively referred to

AND the said The Home and Colonial Stores Limited by its Counsel submitting to be bound by the Scheme of Arrangement hereinafter sanctioned and undertaking to execute and do and procure to

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be executed and done all such documents acts and things as might be necessary or desirable to be executed and done by it for the purpose of giving effect to such Scheme of Arrangement

THIS COURT DOTH HEREBY SANCTION the Scheme of Arrangement as set forth in the Schedule to the said Petition and in the First Schedule hereto

AND THIS COURT DOTH ORDER that the reduction of the Capital of the Company from £3,250,000 to £2,250,000 resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the Company held on the 16th June 1958 be and the same is hereby confirmed in accordance with the provisions of the above mentioned Act

AND THE COURT DOTH HEREBY APPROVE the Minute set forth in the Second Schedule hereto

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an Office Copy hereof be delivered to him together with a copy of the said Minute

AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order (so far as it confirms the reduction of the Capital of the Company) and of the said Minute be published once in the "Times" newspaper within 21 days after such registration.

MAURICE BENKELEY,

*Registrar.*

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"The Loan Stock" . . . The Unsecured Loan Stock of the Parent referred to paragraph 3 of the Scheme.

"The Relevant Date" . . . The day immediately preceding the day on which the Scheme becomes effective.

B. Clause 5 of the Memorandum of Association of the Company is in the following words:—

"5. The capital of the Company is £2,000,000, divided into 1,000,000 Preference Shares of £1 each, and 1,000,000 Ordinary Shares of £1 each. Such Preference Shares shall confer the right to a fixed cumulative preferential dividend at the rate of 5 per cent. per annum on the capital paid up thereon, and shall rank both as regards dividends and capital in priority to the other shares in the capital present and future. Upon any increase of capital the Company is to be at liberty to issue any new shares with any preferential, deferred, qualified or special rights, privileges or conditions attached thereto, but not (except as in the Articles of Association provided) so as to prejudice the preferential rights hereby attached to the Preference Shares in the initial capital."

C. At the date hereof:—

(i) the authorised capital of the Company is £3,250,000 divided into the Preference Shares and 2,250,000 Ordinary Shares all of £1 each;

(ii) all the Preference Shares and all the said Ordinary Shares have been issued and are fully paid.

D. All the said Ordinary Shares are at the date hereof in the beneficial ownership of the Parent.

E. The principal objects of the Scheme are (a) to cancel all the Preference Shares and to procure the allotment of Loan Stock to the holders of the Shares so cancelled, and (b) to delete the existing Clause 5 of the Memorandum of Association and to replace it by a simpler clause.

F. The Parent has agreed with the Company to appear by counsel on the hearing of the petition to sanction the Scheme and to undertake to the Court to be bound thereby and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed and done by it for the purpose of giving effect to the Scheme.



THE FIRST SCHEDULE before referred to

In the High Court of Justice.

No. 00367 of 1958.

CHANCERY DIVISION.

GROUP A.

IN THE MATTER OF LIPTON, LIMITED

AND

IN THE MATTER OF THE COMPANIES ACT, 1948

## **Scheme of Arrangement**

*(Under Section 206 of the Companies Act, 1948.)*

BETWEEN

LIPTON, LIMITED

AND

- (1) The Holders of the 4 per cent. Cumulative Redeemable Preference Shares of £1 each in its capital; and
- (2) The Holders of the Ordinary Shares of £1 each in its capital.

### **PRELIMINARY.**

A. In this Scheme the following expressions shall bear the following meanings:—

- |                         |   |
|-------------------------|---|
| "The Company" ...       | ... Lipton, Limited   |
| "The Parent" ...        | ... The Home and Colonial Stores Limited.   |
| "The Scheme" ...        | ... This Scheme (including the Appendix hereto) in its present form with any modification thereof or addition thereto approved or imposed by the Court. |
| "The Preference Shares" | The 1,000,000 issued 4 per cent. Cumulative Redeemable Preference Shares of £1 each in the capital of the Company.                                      |

becomes effective (less income tax at the standard rate then in force) and such dividend shall be paid in so far as not previously paid in the ordinary course within twenty-eight days after the date on which the Scheme becomes effective.

(b) Each dividend mandate in force on the date when the Scheme becomes effective in relation to the payment of dividends on the Preference Shares shall unless and until revoked be deemed as from such date to be a valid and effective mandate to the Parent in relation to interest to accrue on the Loan Stock to be issued pursuant to the Scheme in respect of the Preference Shares to which such mandate related.

6. The Loan Stock to be issued pursuant to the Scheme shall carry interest as from and including the date when the Scheme becomes effective.

7. Upon the Scheme becoming effective the persons who at the close of business on the Relevant Date were the holders of the Preference Shares shall in respect thereof have the right (but no further or other rights) (i) to have allotted and paid to them by the Parent the amounts of Loan Stock and any sums of cash payable in respect of fractions provided by paragraph 5 of the Scheme, and (ii) to have paid to them the dividend accrued as aforesaid.

8. (A) Not later than 28 days after the Scheme shall have become effective the Parent shall allot to the holders of the Preference Shares according to their names appearing in the Register of Members at the close of business on the Relevant Date the Loan Stock to which such holders are entitled in accordance with paragraph 5 of the Scheme.

(B) Forthwith upon such allotments being made the Parent shall send to the allottees notices informing them that the Scheme has become effective and enclosing renounceable allotment letters for the Loan Stock and cheques for any cash payments in respect of fractions to which they are respectively entitled under Paragraph 5 of the Scheme. Such renounceable letters of allotment shall be in such form as the Board of the Parent shall decide provided that the period of renounceability shall not exceed a period of 6 weeks.

9. All allotment letters for Loan Stock and all cash payments in respect of fractions becoming payable to the holders of the Preference Shares shall be sent and paid by the Parent to such holders by sending allotment letters and (in the case of cash payments) cheques for the amounts payable through the post in prepaid letters addressed to such holders at their respective registered

THE SCHEME.

1. The capital of the Company shall be reduced from £3,250,000 divided into the Preference Shares and 2,250,000 Ordinary Shares of £1 each (all of which have been issued and are fully paid) to £2,250,000 divided into 2,250,000 Ordinary Shares of £1 each and such reduction shall be effected by cancelling the whole of the capital paid up on all the Preference Shares and by cancelling and extinguishing all the Preference Shares. The credit of £1,000,000 resulting from such cancellation of paid up capital shall be dealt with as provided in paragraph 10 of the Scheme.

2. Forthwith upon such reduction of capital taking effect the capital of the Company shall be increased to its former amount of £3,250,000 by the creation of 1,000,000 new Ordinary Shares of £1 each.

3. The Parent shall create Unsecured Loan Stock up to £3,817,913 in nominal amount to be constituted by means of a Deed Poll containing provisions to the effect of the provisions set forth in the Appendix hereto and such Deed Poll shall be in the form or substantially in the form of the draft already prepared and subscribed for the purposes of identification by Slaughter and May, Solicitors, with such modifications (if any) as may prior to the execution thereof be approved by the Board of the Parent and the Board of the Company and sanctioned by The Stock Exchange, London.

4. Clause 5 of the Memorandum of Association shall be deleted and the following new Clause 5 shall be substituted:—

“5. The capital of the Company is £3,250,000 divided into 3,250,000 shares of £1 each.”

5. (A) The Company shall procure the allotment and the Parent shall allot to the persons registered at the close of business on the Relevant Date as the holders of the Preference Shares (subject as provided in sub-paragraph (B) of this paragraph) 16s. 8d. in nominal amount of the Loan Stock for every one Preference Share then held.

(B) No holder of any of the Preference Shares shall be entitled to be allotted any fraction of £1 of Loan Stock but any such fractional amounts of Loan Stock which but for this provision such holders would have been entitled to have allotted to them shall be settled in cash by the Parent at par.

(C) The Company shall pay to such holders of the Preference Shares out of the profits of the Company available for dividend the dividend accrued on such shares down to the date when the Scheme

addresses (or in the case of joint holders to the address of the Member whose name stands first in the said Register). All cheques for cash payments so made shall be made payable to the order of the person to whom the payment is due or in the case of joint holders entitled to such payment to the order of the first-named on the Register of Members and payment of the cheques shall be a discharge to the Parent.

10. The credit of £1,000,000 referred to in paragraph 1 of the Scheme shall be carried to a Special Capital Reserve Fund which shall be capitalised and applied by the Directors of the Company in paying up in full (on behalf of the holders of the Ordinary Shares in the capital of the Company whose names shall appear on the Register of Members on the Relevant Date) 1,000,000 Ordinary Shares of £1 each in the capital of the Company (ranking in full for all dividends declared after the Relevant Date) upon the footing that such Ordinary Shares shall be allotted and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares proportionately to their holdings of Ordinary Shares held on the Relevant Date.

11. The Scheme shall become effective as soon as an office copy of the Order of the Court sanctioning the Scheme under Section 206 of the Companies Act, 1948 shall have been delivered to the Registrar of Companies for registration.

12. Unless the Scheme shall have become effective on or before the 31st day of October 1958 or such later date, if any, as the Court may allow the same shall never become effective.

13. The Company may consent on behalf of all concerned to any modification of or addition to the Scheme or to any condition which the Court may think fit to approve or impose.

DATED the 24th day of January, 1958.

## APPENDIX

Particulars of £3,817,913 6% Unsecured Loan Stock 1982/87 of the Parent (below referred to as "the Stock").

The Stock will be constituted by a Deed Poll to be made by the Parent which will contain (*inter alia*) provisions to the following effect:—

1. The Stock is limited in the first instance to £3,817,913 in nominal amount.

2. The Stock will carry interest at the rate of 6 per cent. per annum payable half-yearly on the 31st March and the 30th September in every year. The first payment of interest (less income tax) will be made on the half-yearly date next following the date of issue.

3. The Parent will covenant with the Stockholders that so long as any part of the Stock remains outstanding except with the sanction of an Extraordinary Resolution of the Stockholders passed at a meeting held in accordance with the provisions contained in the Second Schedule to the Deed Poll:—

- (A) the aggregate amount outstanding at any one time of all moneys borrowed by the Parent and its subsidiaries together with any premiums on final repayment (including the Stock but excluding inter-company borrowings and the amount of any obligations whether secured or unsecured issued by the Parent or any subsidiary the proceeds of which are to be used for repayment of other borrowings of the Parent or the subsidiary then outstanding) shall not exceed the greater of (1) £25,000,000 or (2) the aggregate of (i) the amount paid up on the issued share capital of the Parent and (ii) the amount standing to the credit of the consolidated capital and revenue reserves including share premium account plus the amount standing to the credit or minus the amount standing to the debit of the consolidated profit and loss account all as shewn in the then latest audited consolidated balance sheet of the Parent and its subsidiaries but adjusted in respect of variations in the paid-up share capital since the balance sheet date and excluding sums set aside for taxation any amounts attributable to outside shareholders and any share capital or reserves derived from any writing up after 5th January 1958 of the book values of any of the assets of the Parent or any of its subsidiaries ;

(B) no charges are to be created or allowed to subsist on the property of the Parent;

(C) the aggregate amount outstanding at any one time of moneys borrowed (whether secured or unsecured and together with any premiums on final repayment) by the subsidiaries of the Parent otherwise than from bankers in the ordinary course of business or from the Parent or another subsidiary shall not exceed one-quarter of the limit in (A) above.

The Deed Poll will define what constitutes borrowed moneys for the purpose of these provisions.

4. (A) Unless previously redeemed the Stock will be repaid at par together with accrued interest on the 30th September 1987.

(B) Power will be reserved to the Parent to redeem the whole or any part (to be selected by drawings) of the Stock on or after the 30th September 1982 at par together with accrued interest on giving not less than three months' previous notice in writing of its intention so to do.

(C) All Stock redeemed or repaid as aforesaid shall be cancelled and shall not be capable of being reissued.

5. The Stock will be registered and will be transferable in amounts and multiples of £1.

6. By Extraordinary Resolution of the Stockholders there will be power (*inter alia*) to sanction any modification compromise or arrangement in respect of the rights of the Stockholders against the Parent and any scheme and to also modify the Deed Poll.

## THE SECOND SCHEDULE before referred to

## MINUTE approved by the Court

The capital of Lipton, Limited was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated the 14th day of July 1958 reduced from the former capital of £3,250,000 divided into 1,000,000 4 per cent. Cumulative Redeemable Preference Shares of £1 each and 2,250,000 Ordinary Shares of £1 each to £2,250,000 divided into 2,250,000 Ordinary Shares of £1 each. At the date of the registration of this Minute all the said Ordinary Shares have been issued and are deemed to be fully paid.

By virtue of a Scheme of Arrangement sanctioned by the said Order and of a Special Resolution of the Company the capital of the Company on the registration of this Minute is £3,250,000 divided into 3,250,000 Ordinary Shares of £1 each of which 2,250,000 Shares are issued and deemed fully paid and the remaining shares are unissued.

No. 56350



# Certificate of Registration

OF

ORDER OF COURT AND MINUTE

ON

REDUCTION OF CAPITAL

*(Pursuant to Sec. 69 of the Companies Act, 1948)*

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LIPTON, LIMITED

having by Special Resolution reduced its Capital, as confirmed by an Order of the High Court of Justice, Chancery Division, bearing date the fourteenth day of July One Thousand Nine Hundred and fifty-eight.

I **Hereby Certify** that the said Order and a Minute showing the capital and shares of the Company as approved by the said Order were REGISTERED pursuant to Section 69 of the Companies Act, 1948, on the thirty-first day of July One Thousand Nine Hundred and fifty-eight.

GIVEN under my hand at London, this first day of August One Thousand Nine Hundred and fifty-eight.

W. B. LANGFORD,

*Registrar of Companies.*



In the High Court of Justice

CHANCERY DIVISION.

MR. JUSTICE WYNN-PARRY.

Re LIPTON, LIMITED

AND

Re THE COMPANIES ACT, 1948.

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**Order**

sanctioning Scheme of Arrangement  
and confirming reduction of Capital  
and Certificate of Registration.

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SLAUGHTER AND MAY,

18, AUSTIN FRIARS,

LONDON, E.C.2.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

**Special Resolutions**

(Pursuant to Section 143)

OF

**LIPTON, LIMITED**

Passed 16th June, 1958.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly held at The Chartered Insurance Institute, 20, Aldermanbury, in the City of London, on Monday, the 16th day of June, 1958, the following Resolutions were duly passed as SPECIAL RESOLUTIONS.

RESOLUTIONS.

1. That the Scheme of Arrangement dated the 24th day of January, 1958 between the Company and the holders of (i) the 4 per cent. Cumulative Redeemable Preference Shares and (ii) the Ordinary Shares in its capital a print of which Scheme of Arrangement has been submitted to this meeting and for the purposes of identification subscribed by the Chairman thereof, be and the same is hereby approved.

2. That the capital of the Company be reduced from £3,250,000 divided into 1,000,000 4 per cent. Cumulative Redeemable Preference Shares of £1 each and 2,250,000 Ordinary Shares of £1 each (all of which Preference Shares and Ordinary Shares have been issued and are fully paid) to £2,250,000 divided into 2,250,000 Ordinary Shares of £1 each and that such reduction be effected by cancelling the whole of the capital paid up on all the 1,000,000 issued 4 per cent. Cumulative Redeemable Preference Shares and by cancelling and extinguishing all such issued Preference Shares.

3. That forthwith upon such reduction of capital taking effect :—

- (a) The capital of the Company be increased to its former amount of £3,250,000 by the creation of 1,000,000 new Ordinary Shares of £1 each.
- (b) The credit of £1,000,000 to result from the cancellation of paid up capital pursuant to the Resolution Numbered 2 above be carried to a Special Capital Reserve Fund.
- (c) The sum of £1,000,000 being the amount to be credited to the Special Capital Reserve Fund be capitalised and set free for distribution amongst the members whose names appear on the Register of Members as the holders of Ordinary Shares on the Relevant Date as defined in the Scheme of Arrangement referred to in the Resolution Numbered 1 above in the proportions in which they hold such Ordinary Shares on that day on the condition that the same be not paid in cash but be applied in paying up in full at par 1,000,000 Ordinary Shares of £1 each in the capital of the Company (ranking in full for all dividends declared after the said Relevant Date) and that such Shares be accordingly allotted and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares.
- (d) Clause 5 of the Memorandum of Association be deleted and the following new Clause substituted therefor :

"5. The Capital of the Company is £3,250,000 divided into 3,250,000 shares of £1 each."

4. That the regulations contained in the printed document submitted to the meeting and for the purpose of identification subscribed by the Chairman thereof be approved for adoption forthwith upon such reduction of capital taking effect as the Articles of Association of the Company and accordingly that forthwith upon such reduction of capital taking effect such regulations shall be and become the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

LANCLOT C. ROYLE,

Chairman.

28

THE COMPANIES ACTS 1948 - 1967

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LIPTON LIMITED

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**Special Resolution**

(Passed 10th May, 1973 )

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At an EXTRAORDINARY GENERAL MEETING of the members  
duly convened and held on the      tenth      day of      May,      1973,  
the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

"That the regulations contained in the document submitted  
to this meeting which for the purpose of identification has been  
signed by the Chairman of this meeting be and are hereby adopted as  
the Articles of Association of the Company, in substitution for and to  
the exclusion of, all existing Articles of Association.

  
CHAIRMAN

THE COMPANIES ACT, 1948.

\_\_\_\_\_  
COMPANY LIMITED BY SHARES.  
\_\_\_\_\_

29

Ordinary Resolution  
OF  
LIPTON, LIMITED  
(Passed 30th October, 1961)

\_\_\_\_\_  
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 30th day of October, 1961 the following Resolution was duly passed as an ORDINARY RESOLUTION :—

RESOLUTION.

THAT the capital of the Company be increased to £4,250,000 by the creation of 1,000,000 new Shares of £1 each.

MALCOLM E. COOPER,  
Chairman.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF

LIPTON LIMITED.

30

(Adopted pursuant to Special Resolution passed on  
10th May, 1973)

1. Subject as hereinafter provided the regulations in Part 1 of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the company.

2. In clause 1 of Table A the following definition shall be inserted between the definitions of "secretary" and "the United Kingdom" :—  
" 'The Statutes' means the Companies Act, 1948, and every other Act for the time being in force concerning Joint Stock Companies and affecting the company."

3. The following clause shall be added after clause 6 of Table A :—  
" 6A. The shares shall be under the control of the directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and at such times as the directors think fit, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act."

4. The following clause shall be substituted for clause 22 of Table A :—  
" The instrument of transfer of any share shall be signed by or on behalf of the transferor and transferee, and the transferor shall, as far as the company is concerned, be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members in respect thereof."

5. The following clause shall be substituted for clause 24 of Table A :—  
" 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."

6. In clause 47 of Table A the second sentence shall be deleted.

7. The following clause shall be substituted for clause 53 of Table A :—

"No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum."

8. The following clause shall be added after clause 61 of Table A :—

"61A. Subject to the provisions of the Act, a resolution in writing signed by every member for the time being entitled to receive notice of and to attend and vote at general meetings or by his attorney duly authorised in writing or, if the member is a corporation, by its duly authorised representative, shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held."

9. The following clause shall be substituted for clause 75 of Table A :—

"The number of directors shall not be less than two nor more than twelve."

10. The following clauses shall be substituted for clauses 78, 79 and 80 of Table A :—

"78. A director may hold any employment or office in the company (other than that of auditor), including membership of any committee consisting of directors only or of directors and other persons, in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors or by any committee of the director to which any such power of appointment may be delegated, and a director of the company may be or become a director of any company promoted by this company or in which this company may be interested as vendor, shareholder or otherwise, but any such director shall account to this company for any remuneration or other benefits received or receivable by him as a director or employee of any such company. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any employment or office in the company including that of a managing director or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof."

"79. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures and other securities. Provided that the aggregate amount for the time being remaining outstanding of monies so borrowed and of monies borrowed by any subsidiary company for the time being of the company (exclusive of monies outstanding in respect of (a) borrowings by this company from its holding company or another subsidiary of its holding company and (b) borrowings by any subsidiary company of this company from this company's holding company or another subsidiary of this company's holding company) shall not at any time without the previous sanction of the company in general meeting exceed the nominal amount of the shares of the company for the time being issued, but no debt incurred or security given in respect of monies borrowed in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice at the time the debt was incurred or the security given that the limit hereby imposed had been exceeded."

"80. The business of the company shall be managed by the directors, who may exercise all such powers of the company as are not by the Statutes or by these regulations required to be exercised by the company in general meeting, subject nevertheless to these regulations, to the provisions of the Statutes and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting, but no regulations made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if such regulations had not been made. The general powers given by this regulation shall not be limited or restricted by any special authority or power given to the directors by any other regulation."

11. The following clause shall be added after clause 83 of Table A :—

"80A. The directors may arrange that any branch of the business carried on by the company or any other business in which the company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the company make such arrangements as they think

advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and reappoint any person (whether members of their own body or not) to act as directors, managing directors or managers of any such company or any other company in which the company may be interested, and may (subject, in the case of a member of their own body, to the provisions of regulation 78) determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed."

12. Clause 83 of Table A shall be deleted.

13. The following clause shall be substituted for clause 84 of Table A:—

"84. (a) Subject to the next paragraph of this regulation, no director or intending director shall be disqualified by his office from contracting with the company, either as vendor, purchaser or in any other manner whatever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relations thereby established.

(b) A director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the company shall declare the nature of his interest at the meeting of the directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the directors after he becomes so interested. Provided nevertheless that a director shall not vote in respect of any contract in which he is so interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving to any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company, nor to any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company which the director has himself guaranteed or secured, nor to any contract by a director to subscribe for or underwrite shares or debentures of the company, nor to any contract or arrangement with a corporation in which he is interested only by reason of being a director, officer, creditor or member of such corporation and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, by the company in general meeting. A general notice to the directors given by a director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under this regulation, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transactions with such company or firm, provided that either the notice is given at a meeting of the directors or the director giving the same takes reasonable steps to secure that it is brought up and read at the next meeting of the directors after it is given."

14. In sub-clause (c) of clause 86 of Table A a full stop shall be substituted for the semi-colon and the remaining words of clause 86 shall be deleted.

15. In clause 88 of Table A sub-clause (f) shall be deleted and the following sub-clauses shall be added after sub-clause (c) of clause 88:—

"(f) without leave, be absent, otherwise than on the business of the company, from meetings of the directors for six consecutive months, and the directors resolve that his office be vacated; or

"(g) without the sanction of the company, carries on, or is directly or indirectly engaged either alone or in partnership with, or as agent for any other person or persons in the carrying on of any business similar to, or competing with the business of the company or any branch thereof; but no director shall vacate his office by being or becoming a director or shareholder in any other joint stock company."

16. The following heading and clause shall be substituted for the heading "Rotation of Directors" and clause 89 of Table A:—

" RETIREMENT OF DIRECTORS

At the annual general meeting in each year all the directors shall retire from office. Managing directors shall not be subject to retirement under this clause. The retiring directors shall retain office until the dissolution of such meeting."

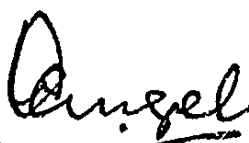
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17. Clause 90 of Table A shall be deleted.
18. In clause 94 of Table A a full stop shall be substituted for the comma and the remainder of that clause shall be deleted.
19. In clause 95 of Table A the second sentence shall be deleted.
20. In clause 97 of Table A the second sentence shall be deleted.
21. In clause 107 of Table A the second sentence shall be deleted and the following sentence substituted therefor:—

"A managing director shall be subject to the same provisions as to resignation or removal as the other directors and if he cease to hold the office of director from any cause he shall *ipso facto* and immediately cease to be a managing director."

"22. The share capital of the Company at the date of adoption of these Articles is £4,250,425 divided into 4,250,000 Deferred Shares of £1 each and 4,250 Ordinary Shares of 10p each the respective rights attached to which are as follows:

- (1) the profits which the Company may determine to distribute in respect of any financial year shall be applied first in paying to the holders of the Ordinary and Deferred Shares *pari passu* a dividend of up to 5 per cent per annum and the balance of the said profits shall be paid to the holders of the Ordinary Shares.
- (2) on a winding up the assets available for distribution among the members shall be applied first in repaying to the holders of the Ordinary Shares the sum of 10p for each Ordinary Share held by them second in repaying to the holders of the Deferred Shares the sum of £1 for each Deferred Share held by them and any balance of such assets then remaining shall belong to the holders of the Ordinary Shares.
- (3) save as in this Article provided the holders of the Deferred Shares shall not be entitled to any participation in the profits or assets of the Company.
- (4) the holders of the Deferred Shares shall not be entitled to attend or vote at any general meeting of the Company by virtue of or in respect of their holdings of Deferred Shares.

  
CHAIRMAN



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THE COMPANIES ACT 1948-1967  
COMPANY LIMITED BY SHARES

R E S O L U T I O N S

- of -

LIPTON LIMITED

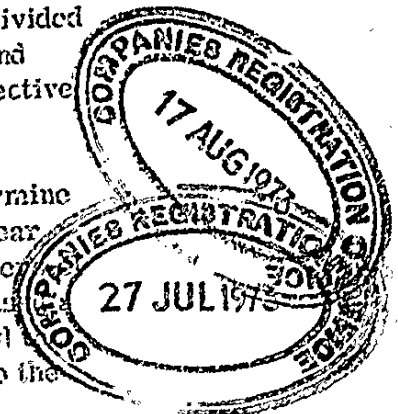
Passed the twelfth day of September, 1972

At an Extraordinary General Meeting of the above-named Company duly convened, and held at the Registered Office of the Company on the twelfth day of September, 1972, the following Resolutions the fourth of which was proposed as a Special Resolution were duly passed:-

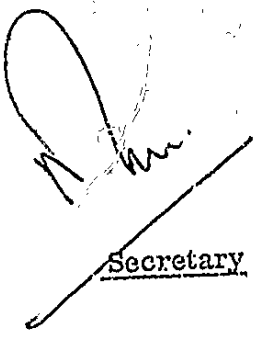
1. THAT the Authorised Capital of the Company be and is hereby increased from £4, 250, 000 to £4, 250, 425.
2. THAT pursuant to the recommendation of the directors it is desirable to capitalise the sum of £425 being part of the amount standing to the credit of the Revenue Reserve Account and that such sum be set free for distribution amongst the registered holders of the issued Ordinary Shares in the capital of the Company on the date of this Meeting in proportion to their holdings on the footing that the same be not paid in cash but be applied in payment in full of 4, 250 unissued Ordinary Shares of 10p. each in the capital of the Company, such shares to be allotted and distributed credited as fully paid to the said shareholders in the proportion aforesaid.
3. THAT the issued Ordinary Shares of £1 each in the capital of the Company be and are hereby designated deferred shares.
4. THAT Article 3 of the Articles of Association of the Company be deleted and the following Article substituted therefor:-

"22. The share capital of the Company at the date of adoption of these Articles is £4, 250, 425 divided into 4, 250, 000 Deferred Shares of £1 each and 4, 250 Ordinary Shares of 10p. each the respective rights attached to which are as follows:

- (1) the profits which the Company may determine to distribute in respect of any financial year shall be applied first in paying to the holders the Ordinary and Deferred Shares part dividend of up to 5 per cent per annum and the balance of the said profits shall be paid to the holders of the Ordinary Shares.



- 2
- (2) on a winding up the assets available for distribution among the members shall be applied first in repaying to the holders of the Ordinary Shares the sum of 10p. for each Ordinary Share held by them second in repaying to the holders of the Deferred Shares the sum of £1 for each Deferred Share held by them and any balance of such assets then remaining shall belong to the holders of the Ordinary Shares.
- (3) save as in this Article provided the holders of the Deferred Shares shall not be entitled to any participation in the profits or assets of the Company.
- (4) the holders of the Deferred Shares shall not be entitled to attend or vote at any general meeting of the Company by virtue of or in respect of their holdings of Deferred Shares.

  
Secretary