

(No 94632)

THE COMPANIES ACT 1862 TO 1900

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GRACE FOODS UK LIMITED

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THE COMPANIES ACT 1862 TO 1900

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GRACE FOODS UK LIMITED

- 1 That the name of the Company is "Grace Foods UK Limited* "
- 2 The Registered Office of the Company is situated in England
- 3 The objects for which the Company is established are -
 - 3 1 (a) to carry on the trade or trades, one or more, or all, of spinning, doubling, weaving, bleaching, dyeing, and printing, or in any other way to manipulate cotton, flax, wool, jute, silk or other fibrous substances whether natural or man-made, to buy, sell, and trade in, as principles or agents, in Great Britain or abroad, any of such substances in their raw (unmanufactured) state or in the state treaded or manipulated by the Company, and any of such substances, yarns, fabrics, or manufactures of other corporations of firms producing or dealing in goods of similar character to those made by the Company, and further, to carry on the trader or business of brick or tile makers and vendors, but only to the intent of using up any clay found on the Company's land,
 - 3 1 (b) to carry on all or any of the business of planting and growing, rearing, importing, manufacturing, blending, packaging, distributing, dealing in, buying and selling, as principals or agents, all foods, food producing animals, and ingredients of foods, and consumables of all kinds, including but not limited to cereals, fruits, vegetables, dairy products, herbs and spices, tea, coffee, cocoa, and other ingredients of beverages and foods, and to carry on business as planters and merchants, both wholesale and retail, sugar merchants, chocolates and confectionery merchants, café proprietors, refreshment contractors, farmers, dairymen, brokers, importers and dealers in produce and wares of all kinds, commission agents, warehousemen and wharfingers and deal in articles and commodities of all kinds which may conveniently be dealt in by persons carrying on any of the above businesses,
 - 3 2 to carry on business as a general commercial company,

- 3 3 to invest the capital or other moneys of the Company in and to acquire (by purchase, lease concession, grant, licence or otherwise) and to hold, manage, develop, lease, sell or otherwise dispose of or deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests of property as the Company shall deem fit in any part of the world, and to vary any of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and business of every description,
- 3 4 to purchase or otherwise acquire and take over the whole or part of any company, business, or undertaking which the Company may desire to acquire or become interested in, and the whole or any of the assets and liabilities of such company, business or undertaking, and to carry on the same, and to dispose of, remove, or put an end thereto, and otherwise deal with the same as may seem expedient,
- 3 5 to purchase, take on lease or otherwise acquire by way of investment and hold, occupy, let, underlet, cultivate, improve and manage freehold, leasehold, or other lands and property of every description, or any estate or interest therein, and subject or not to any leases, tenancies, mortgages, charges, rights, easements, restrictions or other encumbrances, and to erect, construct, lay down, alter, add to, enlarge and maintain upon or in any lands or property so purchased, taken or acquired, all manner of houses and other buildings, roads, pleasure grounds, parks, gardens, sewers, drains, gas, water, electric and other mains, pipes, wires, cables and other media, plant, machinery, apparatus and works,
- 3 6 to acquire, hold, sell, indorse, discount, or otherwise deal with or dispose of, shares, stocks, debentures, debenture stock, scrip, bonds, mortgages, bills, notes, credits, contracts, certificates, coupons, warrants and other documents, funds, obligations, securities and investments issued or guaranteed by any company, corporation, society or trust constituted or carrying on business in any part of the world, and in the funds or loans or other securities and investments of or issued or guaranteed by any government, state or dominion, international organisation, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad,
- 3 7 to acquire any such shares, stocks, debentures, loans, scrip, bonds and/or securities or investments by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to make payments thereon as called up in advance of calls or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and to vary and transpose from time to time, as may be considered expedient any of the Company's investments for the time being,

- 3 8 to manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things,
- 3 9 to acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership of possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers,
- 3 10 to provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind,
- 3 11 to advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind,
- 3 12 to provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on business involving any such provision,
- 3 13 to lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company,
- 3 14 to invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company,
- 3 15 to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company,
- 3 16 to enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same,
- 3 17 to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities,
- 3 18 to enter into any guarantee, contract of indemnity of suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure,

with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayments or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company whether with or without consideration passing to the Company,

- 3 19 to enter into any forward rate transaction, option, swap, cap, collar, any combination or hybrid of the foregoing and any other financial derivative transaction,
- 3 20 to amalgamate or enter into partnership or any profit sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise, any person,
- 3 21 to accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise,
- 3 22 to apply for, take out, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patents rights, brevets d'invention, licences, secret processes, trade marks, service marks, names, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving the new patents, inventions or rights which the Company may acquire or propose to acquire and to carry on the business of an inventor, designer or research organisation,
- 3 23 to remunerate any person, employed by or rendering services to the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part or by the grant of an interest in any property of the Company or by establishing any trust for the benefit of such person and doing any of the aforementioned in favour of such trust for the benefit of any such person, including the giving of the property of the Company to such trust,
- 3 24 to sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities;
- 3 25 to issue and allot securities of the Company for cash or in payment for any real or personal property purchased or otherwise acquired by the Company or any services

rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose,

- 3 26 to give any remuneration or other compensation or reward for services rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director or and as secretary, manager, registrar or transfer agent for any other company to act as trustees of any kind and to undertake and execute any trust,
- 3 27 to act as agents or brokers or as trustees for any person, firm or company, and to undertake sub-contracts,
- 3 28 to pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration and/or incorporation of the Company in or under the laws of any place outside England,
- 3 29 to establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments 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 a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the wives, widows, families, connections or dependents of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their wives, widows, families, connections or dependents, and to establish subsidiaries or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its members and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its members or for any national, charitable, benevolent, educational, social, public, general or useful object,
- 3 30 (a) to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any way allied to

or associated with the Company or of any subsidiary undertaking of the Company or of such other company or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company, or any such other company, subsidiary undertaking or pension fund, and

- 3 30 (b) to such extent as may be permitted by law otherwise to indemnify or to exempt any such persons against or from any such liability, for the purposes of this clause “**holding company**” and “**subsidiary undertaking**” have the meanings given to them in the Companies Act 1989,
- 3 31 to cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory,
- 3 32 to distribute any of the property of the Company among its creditors and members in specie or kind,
- 3 33 to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act, so far as permitted by the Act and subject where necessary to due compliance with sections 155 to 158 of the Act,
- 3 34 to procure the Company to be registered or recognised in any part of the world,
- 3 35 to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others,
- 3 36 to carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely, directly or indirectly, to enhance the value of or render more profitable all or any part of the Company’s undertaking, property or assets or otherwise to advance the interests of the Company or of its members,
- 3 37 to do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that -

- 3 38 (a) none of the objects set forth in this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such clause, or by reference to or inference from the terms of any other clause of this clause, or by reference to or inference from the name of the Company,
- 3 38 (b) none of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each of this clause as though each such clause contained the objects of a separate, distinct and independent company,
- 3 38 (c) in this clause, “**company**”, except where used in reference to the Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, “**person**” shall include any company as well as any other legal or natural person, “**securities**” shall include any full, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, “**and**” and “**or**” mean “and/or” where the context so permits, “**other**” and “**otherwise**” shall not be construed ejusdem generic where a wider construction is possible,
- 3 38 (d) in this clause the expression the “**Act**” means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

The liability of members is limited

The capital of the Company is £20,000 divided into 4,000 shares of £5 each, with power for the Company from time to time to increase its capital, and in relation to such increase of capital with power to divide the same or any part or parts thereof into shares of any amount or into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions

At an Extraordinary General Meeting of the Company held on 2 April 1997 the authorised share capital was increased to 108,387,000 ordinary shares of 25p each

* The Company's name was changed from Dura Mill Limited with effect from 1st June 1987. It was further changed to WT Foods plc on 19 July 1995. Pursuant to a special resolution passed on 7 January 2002 the Company was re-registered as a private company and its name changed to WT Foods Limited. Pursuant to a special resolution passed on 28 February 2008, the Company's name was changed to Grace Foods UK Limited.

(No 94632)

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

- of -

A

GRACE FOODS UK

~~WT FOODS~~ LIMITED

ASHURST MORRIS CRISP

Broadwalk House
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London EC2A 2HA

Tel 020 7638 1111
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ROW/LXL/WTT01 00001

(No 94632)

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -
GALE FOODS UK
~~WE FOODS~~ LIMITED

(adopted by special resolution passed on 7 January 2002)

PRELIMINARY

1 In these articles

"Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force, and

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985)

2 The Company is a private company The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained, shall constitute the regulations of the Company

SHARE CAPITAL

3 In accordance with section 95(1) of the Act, section 89(1) of the Act shall not apply to the Company

- 4 Subject to the provisions of articles 5 and 6 and to any directions which may be given by the Company in general meeting, the directors are hereby generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of adoption of these articles and any shares hereafter created shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount
- 5 The maximum nominal amount of share capital which or in respect of which the directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with article 3 shall be £55,096,522 or such other amount as shall be authorised by the Company in general meeting
- 6 The authority conferred on the directors by articles 4 and 5 shall expire on 6 January 2007, the day preceding the fifth anniversary of the date of adoption of these articles

TRANSFER OF SHARES

- 7 The directors shall have no discretion to refuse to register a transfer of shares in the Company and the first sentence of regulation 24 of Table A shall not apply to the Company

GENERAL MEETINGS

- 8 In regulation 38 of Table A, the following shall be substituted for the second paragraph
- "The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such All business transacted at an extraordinary general meeting shall be deemed special All business transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors shall be deemed special "
- In regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted
- 9 In regulation 40 of Table A, the following shall be added at the end of the second sentence "provided that for so long as the Company shall have only one member, one person entitled to vote upon the business to be transacted being a member or a proxy of a member or a duly authorised representative of a corporation, shall be a quorum "
- 10 With respect to any such resolution in writing as is referred to in regulation 53 of Table A
- 10 1 in the case of joint holders of a share, the signature of any one of such joint holders shall be sufficient for the purposes of regulation 53,

- 10 2 in the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of regulation 53
- 11 1 A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be read as so modified
- 11 2 In regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted

DIRECTORS

- 12 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be one Regulation 64 of Table A shall not apply to the Company
- 13 A director shall be entitled to vote as a director and be counted in the quorum in respect of any resolution concerning a matter in which he has, directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company) Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company
- 14 The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agent or agents, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit Wherever in these articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 15 The holder or holders for the time being of more than one-half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or, in the case of a member being a company, signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company, or such later date as may be specified in the instrument Regulation 81 of Table A shall be construed accordingly
- 16 Unless and until otherwise determined by the Company by ordinary resolution, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70 Any director retiring or liable to retire under the provisions of these articles and any person proposed to be appointed a director shall be capable of being appointed or re-appointed as a director notwithstanding that he has attained the age of 70 No special notice need be given of any resolution for the appointment or re-appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed or re-appointed as such

ROTATION OF DIRECTORS

- 17 The directors shall not be liable to retire by rotation, and accordingly regulations 73 to 77 (inclusive) and 80 shall not apply to the Company. In regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted. The second and third sentences of regulation 79 of Table A shall be deleted.

PROCEEDINGS OF DIRECTORS

- 18 Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

NOTICES

- 19 In regulation 115 of Table A, the words "48 hours" shall be deemed to be replaced by the words "24 hours".

INDEMNITY

- 20 Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect insofar as its provisions are not avoided by the Act. Regulation 118 of Table A shall not apply to the Company.