

(Incorporated 12 June 1936)

As at 19 September 1990

MEMORANDUM OF ASSOCIATION

of

BRITISH SUGAR plc

315158

1. The name of the Company is "BRITISH SUGAR plc".
2. The Company is to be a public company.
3. The Registered Office of the Company will be situate in England. ?
4. The objects for which the Company is established are:-
  - (A) To carry on the business of manufacturers and refiners of and dealers in all kinds of sugar and sugar products, saccharine and other sweeteners, molasses, and the like articles; and to manufacture jams, preserves, syrups, liqueurs, alcohol, foodstuffs, and all other commodities, articles or things of whatsoever nature in the manufacture of which sugar or other like material is utilised or which may conveniently be produced, manufactured or dealt with in connection therewith or which competes with any such commodities, articles or things; and to buy, acquire, sell, convert, treat, prepare, process, manufacture, improve, refine, render marketable and dispose of feeding stuffs, yeast, fertilisers, pulp, manure, and all by-products and subsidiary products which may result from the conversion, treatment, preparation, processing, manufacture, improvement or refining of sugar or from any of the other commodities, articles or things aforesaid.
  - (B) To carry on the business of farming in all its branches and to grow, cultivate, work, win, rear, breed and stock every kind of vegetable, animal, fish, bird and produce of all kinds and to mine, extract, excavate, work and win all produce and products of whatsoever nature.
  - (C) To acquire, treat, prepare, process, manufacture, convert, improve, refine, render marketable, turn to account, sell, hire, let or in any way dispose of (or of an interest in) and deal in and with every product, produce, material, machine, appliance or thing of whatsoever nature.
  - (D) To carry on the business of manufacturers, and suppliers of and dealers (whether by wholesale or retail) in all kinds of drugs, chemicals, agrochemicals, agricultural fertilizers, horticulture products, ethical and proprietary medicines, veterinary products, acids, salts, alkalis, chemical preparations, articles and compounds (whether of animal vegetable or mineral origin) of whatsoever nature and scientific apparatus, educational and laboratory equipment and supplies of all kinds.
  - (E) To make experiments, tests, and carry on all kinds of research and development work and to act as advisers and consultants, whether in

connection with, or regarding, any business whether the Company is from time to time permitted to carry on such business or not and whether for profit or in the opinion of the Directors otherwise for the benefit of the Company.

- (F) To search, prospect, explore for, win, and to carry on business in any part of the world as producers, manufacturers, refiners, distillers, storers, suppliers and distributors, importers and exporters of and dealers in, petroleum, petroleum products, mineral oils, natural gas and other hydrocarbon fuels and substances whatsoever both fluid and solid, metals, stones and mineral substances of every description.
- (G) To carry on business as civil, mechanical, electrical, chemical, electronic, hydraulic, optical and general engineers and contractors, founders, smiths, metal workers, machinists, and manufacturers of all kinds and to purchase, acquire, erect, develop, build, construct, refurbish, reconstruct, renovate, improve, execute, carry out, equip, maintain, dismantle, demolish, work, manage, control, sell, rent, lease, hire, dispose of (or of an interest in) and deal in and with works, plant, equipment, machinery, vehicles, apparatus and property of all kinds.
- (H) To acquire, erect, build, construct, lay down, develop, execute, carry out, equip, enlarge, alter, demolish, pull down, reconstruct, administer, maintain, manage, deal with, deal in, control, excavate, open and work land, plants, foundries, mines, quarries, fisheries, mills, wharves, jetties, canals, docks, watercourses, hydraulic works, bridges, reservoirs, roads, ways, tramways, railways, gasworks, electric works, factories, warehouses, depots, offices, dwelling houses, shops, stores and other buildings, structures, utilities, facilities and works of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm, association, club or person, or otherwise in the opinion of the Directors for the benefit of the Company and to contribute to, subsidise or otherwise assist in or carry out any part of the same.
- (I) To purchase, acquire, produce, manufacture and deal in all kinds of articles and things required for the purpose of any business or activity authorised to be carried on by the Company or which in the opinion of the Directors may be advantageous in connection with any such business or activity.
- (J) To purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights, or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit.
- (K) To carry on the business of a holding company and to co-ordinate, finance and manage all or any part of the businesses and operations of any and all companies controlled directly or indirectly by the Company or in which the Company is interested, whether as a shareholder or otherwise and whether directly or indirectly and to provide services of all kinds for any and all such companies.
- (L) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in

connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.

- (M) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of debentures, debenture stock or other securities of any description.
- (N) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments and securities of all descriptions.
- (O) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association or co-operate in any way with any company, firm or person.
- (P) To promote or join in the promotion of and incorporate and wind up any company, whether or not having objects similar to those of the Company.
- (Q)
  - (i) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit in particular with or without charging interest or commission and with or without security.
  - (ii) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares or debentures or other obligations of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding or subsidiary company of the Company or another subsidiary company of any such holding company or is associated with the Company in business.
  - (iii) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
  - (iv) \*To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee or otherwise provide security for, with or without the Company receiving any consideration therefor or advantage therefrom, directly or

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\* Inserted by special resolution dated 19th September 1990.

indirectly, by personal covenant or by mortgage, charge or lien over all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by any other means whatsoever, the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being a holding company of the Company or a subsidiary of the Company each as defined by Section 736 of the Companies Act 1985 as amended by the Companies Act 1989 or of any holding company of the Company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture, or any other person firm or company whatsoever. For the purposes of this paragraph Q(iv) guarantee shall be construed so as to include any other obligation howsoever described to pay, satisfy, provide funds (whether by advance of money the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment or satisfaction of, or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company firm or person.

- (R) To sell, lease, rent, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- (S) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with and in, any shares or other securities or investments of any nature whatsoever, and any options, rights or interest in respect thereof, and to buy and sell foreign exchange.
- (T) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (U) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (V) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

- (W) (i) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company, or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.
- (ii) To establish or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.
- (X) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- (Y) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise howsoever, and by or through trustees, agents, subsidiary companies or otherwise howsoever, and either alone or in conjunction with others.
- (Z) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (AA) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

\*\*The objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company. None of the paragraphs of this clause or the objects or powers therein specified or conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other paragraph, but the Company shall have as full a power to exercise all or any of the objects and powers provided in each paragraph as if each paragraph contained the objects of a separate company.

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\*\* Inserted by special resolution dated 19th September 1990.

5. The liability of the members is limited.

6. The share capital of the Company is £30,000,000 divided into 60,000,000 shares of 50 pence each.

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 our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	Number of Shares taken by each Subscriber
P.M. BROWNE, 2, Bond Court, Walbrook, E.C.4 Clerk.	One
S.G. BROOK, 2, Bond Court, Walbrook, E.C.4 Clerk.	One
FREDK. HOPTON, 2, Bond Court, Walbrook, E.C.4 Clerk.	One
E. RUDLAND, 2, Bond Court, Walbrook, E.C.4 Clerk.	One
J. COOKSON, 2, Bond Court, Walbrook, E.C.4 Clerk.	One
C.A. GARRETT, 2, Bond Court, Walbrook, E.C.4 Clerk.	One

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NAMES, ADDRESSES AND DESCRIPTION OF  
SUBSCRIBERS

Number of  
Shares taken  
by each  
Subscriber

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FREDK. H. WEBB,  
2, Bond Court,  
Walbrook, E.C.4  
Clerk.

One

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DATED the 10th day of June, 1936

WITNESS to the above Signatures:-

R. SMITH,  
2, Bond Court,  
Walbrook, E.C.4.

Clerk to LINKLATERS & PAINES.