

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CHARLES BRAGG (BAKERS) LIMITED

Passed the 7th February 1996

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Fernwood House, Clayton Road, Jesmond, Newcastle upon Tyne on 7th February 1996, the following Resolution was passed as a SPECIAL RESOLUTION of the Company, namely:-

SPECIAL RESOLUTION

THAT the regulations contained in the document now produced to the Meeting and signed for identification purposes by the Chairman hereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and the exclusion of the existing Articles of Association of the Company.

.....
I D Gregg (Chairman)



Company Number 372923

PRIVATE COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

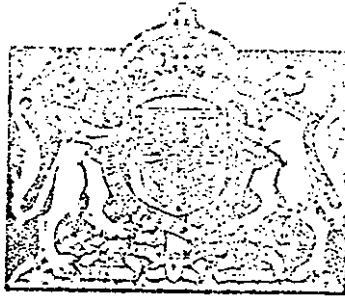
CHARLES BRAGG (BAKERS) LIMITED

WILKINSON MAUGHAN,

Solicitors,

NEWCASTLE - UPON - TYNE.

372923



Certificate of Incorporation

I Hereby Certify, That

CHARLES BRAGG (PAKERS) LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Llandudno

Given under my hand at ~~XXXXXX~~ this twenty-third day of March One

Thousand Nine Hundred and forty-two.

Registrar of Companies.

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

Private Company Limited by Shares

ELECTIVE RESOLUTIONS

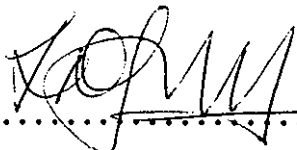
OF

CHARLES BRAGG (BAKERS) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at Fernwood House, Clayton Road, Jesmond, Newcastle Upon Tyne on the 7th day of February 1996 the following Resolutions were duly passed as Elective Resolutions of the Company:-

Elective Resolutions

1. That with effect from the date of the passing of this Elective Resolution, and in accordance with the provisions of Section 366A of the Companies Act 1985, the Company shall not hold Annual General Meetings.
2. That, with effect from the date of the passing of this Elective Resolution, and in accordance with the provisions of Section 252 of the Companies Act 1985, the Directors shall not be required to lay accounts and reports before the Company in General Meetings Provided that this Elective Resolution shall not apply to accounts and reports for any financial period ended before the date of the passing of this Elective Resolution.
3. That with effect from the date of the passing of this Elective Resolution, and in accordance with the provisions of Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to re-elect the auditors of the Company annually, and accordingly the Company's auditors shall remain in office until the Company or the auditors otherwise determine.


.....
I.D. Gregg (Chairman)

The Companies Act 1929
and
The Companies Acts 1948 - 1983

PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

OF

CHARLES BRAGG (BAKERS) LIMITED

-
1. The name of the Company is Charles Bragg (Bakers) Limited.
 2. The registered office of the Company will be situate in England.
 3. The objects for which the Company is established are as follows:-
 - (a) To carry on business as bakers, confectioners, biscuit manufacturers and pastry cooks (wholesale and retail), restaurant and tea room proprietors, refreshment caterers, wine and spirit merchants, hotel and inn keepers, licensed victuallers, grocers and provision dealers, bakers' sundrymen, pork butchers, meat dealers, fruiterers, chocolate and sweet manufacturers, coffee grinders, and makers and sellers of flour, yeast and other ingredients used by bakers or confectioners, and of foodstuffs and provisions of all kinds, whether usually made or sold by bakers and confectioners or not.
 - (b) To acquire and take over the business of Baker and Confectioner carried on by Charles William Bragg at 164 Alum Rock Road and elsewhere under the style of Charles Bragg with all or any of the assets or liabilities held or incurred in connection with or relating to the said business.
 - (c) To carry on any other trade or business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with

or ancillary to the above business or the general business of the Company or calculated directly or indirectly to enhance or render profitable any of the Company's property or assets.

- (d) To acquire by purchase, lease or otherwise, land, buildings, machinery, plant and every kind of real and personal property whether acquired for the main business or purposes of the Company or not, and to build, manufacture, adopt and prepare the same, and to hold, use and occupy and to sell, lease, deal with and dispose of the same.
- (e) To apply for, acquire, purchase, obtain licences for, or otherwise obtain any patent or rights or interest in patents, inventions, trade marks, registered designs and other rights and privileges of any kind, and any secret or other information which may seem desirable or capable of being used for any of the purposes of the Company, and to use, exercise, sell, grant licences or any other interest in and otherwise deal with and turn to account the property, rights, privileges and information so obtained.
- (f) To advance and lend money from time to time, either upon or without mortgage or other security at such rates of interest and generally upon such terms and conditions and in such manner as may be thought expedient.
- (g) To undertake and carry into effect all such financial, commercial or other operations in connection with the business of the Company as may be deemed expedient, and to undertake, subscribe to or otherwise aid any undertaking having for its purpose either directly or indirectly the opening out of trade or making experiments or investigations in connection with any of the objects of the Company or any business carried on by the Company, and to promote, subscribe to or otherwise aid or take part in any Company or other commercial enterprise carrying on or intending to carry on any of the trades or business which the Company is authorised to carry on, or any trade or business ancillary thereto or in any way connected therewith.
- (h) To purchase, acquire, carry on and develop, and to promote and subscribe to any business, works or undertaking for any of the purposes aforesaid or offering facilities in connection therewith and to pay for any business or property so acquired in cash shares or otherwise as may be thought fit, and in taking over any business to undertake any liabilities in connection therewith.
- (i) To provide for the welfare of persons in the employment of the Company and the wives, widows and families of such persons by grants of money, pensions or otherwise howsoever, and to support or subscribe to any hospital or other charity.
- (j) To enter into any contract with any person or persons, corporation or corporations, or any association to regulate the course of business for the purposes of establishing any tariff or prices, and to contribute out of the Company's funds to any association of employers for protection against

or for lessening or apportioning or sharing loss consequent upon strikes or combinations of workmen.

- (k) To borrow or raise money on any terms and either upon or without any mortgage, charge or pledge of the undertaking, assets or property of the Company (inclusive of unpaid calls and uncalled capital) or any part or parts thereof.
- (l) To sell all or any part of the undertaking and assets of the Company and either as a going concern or in parts.
- (m) To make and carry into effect any arrangement for amalgamation or for carrying on business together or in connection with any other company, corporation or persons, or for working any similar or analogous undertaking, and on any sale disposition or arrangement to accept payment in whole or in part in money, shares, bonds, debentures or other securities, or partly in one mode and partly in another, and subject to any restriction or condition as to transfer or otherwise of such shares, bonds, debentures or other securities, and to pay any expenses in connection with the formation of any company intended to take over the whole or any part of the Company's property or business.
- (n) To issue any shares in the Company as fully or part paid.
- (o) To issue any shares, debentures or other securities which the Company has power to issue by way of security or indemnity to any persons whom the Company has agreed or is bound to indemnify.
- (p) To draw, make, accept, endorse, discount, execute, renew and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (q) To establish in the United Kingdom and elsewhere agencies and branches for the purpose of the Company.
- (r) To divide, so far as is legally possible, all or any part of the property and assets of the Company in specie by the way of dividend, bonus or otherwise.
- (s) To acquire, hold and deal with and dispose of stocks, shares, bonds, debentures and obligations of any Company or undertaking, whether carrying on or authorised to carry on any of the trades or business which this Company is authorised to carry on or not, and whether involving an unpaid liability or not other than the shares of the Company itself.
- (t) To pay all or any of the costs and expenses of and incident to the promotion and formation of the Company, and for the present or any future issue of any debentures, stock or shares.
- (u) To do all of the things aforesaid either as principals, contractors, agents or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors or otherwise.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is £7,500 divided into 7,500 Shares of £1 each. The Company has power from time to time to increase its capital and to issue any Shares in the original or increased capital as Ordinary Preferred or Deferred Shares, and to attach to any class or classes of such Shares any preferences, rights, privileges or conditions, or to subject the same to any restrictions or limitation. Provided always that if at any time the Share Capital of the Company is divided into Shares of various classes, the rights and privileges attached to any class (unless otherwise provided by the terms of the issue of the Shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class or with the sanction of an extraordinary resolution passed at a separate General Meeting of the holders of the Shares of that class.

NOTE : As at 16th August 1984 the Share Capital of the Company is £15,000 divided into 9998 Ordinary Shares of £1 each and 5,002 10% Non-Cumulative Preference Shares of £1 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 DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
CHARLES WILLIAM BRAGG, 610 Warwick Road, Solihull, Warwickshire. Baker and Confectioner.	ONE
BESSIE BRAGG, 610 Warwick Road, Solihull, Married Woman.	ONE

Dated this 26 day of February 1942

Witness to the above Signatures—

O. COLLINS,
36 Cannon Street,
Birmingham, 2

Incorporated Accountant

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SUBSTITUTED
ARTICLES OF ASSOCIATION

of

CHARLES BRAGG (BAKERS) LIMITED

ADOPTED BY SPECIAL RESOLUTION PASSED ON 7th February 1996.

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 3, 24, 40, 64, 70, 73 to 81 inclusive, and 89 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations of Table A shall constitute the Regulations of the Company.
3. The Company is a private Company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

4. (i) The share capital of the Company at the date of the adoption of these Articles is £15,000 divided into 9,998 Ordinary Shares of £1.00 each, and 5,002 10% Non-Cumulative Preference Shares of £1.00 each.

- (ii) (a) In this paragraph 5 (ii) the following expressions have the meaning set opposite the same respectfully:-

"The Preferred Shares" shall mean the said 5,002 10% Non-Cumulative Preference Shares of £1 each and any further 10% Non-Cumulative Preference Shares of £1 each from time to time created and ranking pari passu therewith.

"The Ordinary Shares" shall mean the said 9,998 Ordinary Shares of £1 each and any further Ordinary Shares of £1 each from time to time created and ranking pari passu therewith.

- (b) The Preferred Shares shall have attached thereto the following rights and restrictions namely:-

(i) The right to a preferential dividend at the rate of 10 per cent. per annum on the capital for the time being paid up thereon payable as regards each financial year and of the profits of the Company resolved to be distributed in respect of that year without any rights, in case of deficiency, to resort to subsequent profits but shall not be entitled to any further participation of profits;

(ii) The right on a return of assets on liquidation or otherwise to receive repayment of capital in priority to the Ordinary Shares but shall not confer any further rights to participate in the assets of the Company.

(iii) No right to receive notice of or to attend or vote at any General Meeting of the Company.

5. Any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.

6. Subject to the provisions of the Act, the Company may purchase any of its own shares.
7. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to Article 5 or Article 6 (as the case may be) of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

ALLOTMENT OF SHARES

8. Subject to the provisions of Section 80 of the Act and to the provisions of these Articles, all shares which are comprised in the authorised share capital of the Company shall be at the disposal of the Directors who may (subject to Article 9 below) allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think fit, but so that no shares shall be issued at a discount.
9. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company at the date of the adoption of these Articles at any time or times during the period of five years from the date of the adoption of these Articles and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution.
10. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (5) of the Act shall not apply to the Company.

TRANSFER AND TRANSMISSION OF SHARES

11. 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. Any direction (by way of

renunciation, nomination or otherwise) by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, shall for the purposes of this Article be deemed to be a transfer, and the Directors shall accordingly be entitled to decline to register such person as the holder thereof.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any General Meeting unless a quorum of Members is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
13. In the case of a corporation the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purpose of passing resolutions in writing pursuant to regulation 53 of Table A.
14. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
15. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

DIRECTORS

16. The number of Directors shall be not less than two.
17. A Director shall not require a share qualification, but shall nevertheless be entitled to attend and speak at any General Meeting, or Separate Meeting of the holders of any class of shares, of the Company.

POWERS AND DUTIES OF DIRECTORS

18. Subject to the provisions of the Act, the provisions of the Memorandum and the Articles and any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Regulation shall not be limited by any special power given to the Directors by the Articles, and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulation 94 of Table A shall be modified accordingly.
20. The quorum necessary for the transaction of the business of the Directors shall be two. A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

21. Without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his stead.
22. In regulation 84 of Table A the words "A Managing Director and a Director holding any other executive office shall not be subject to retirement by rotation" shall be omitted.
23. The holders for the time being of a majority of the shares of the Company giving the right to receive notice of and to attend and vote at General Meetings of the Company may from time to time by notice in writing to the Company :-

- (a) Appoint a person as an additional Director or to fill a casual vacancy, or
- (b) Remove any Director from office, and if thought fit, appoint another person in his stead. Any such appointment or removal shall become effective on receipt of such notice at the registered office of the Company. The signature of any notice given under this Article need not be witnessed and in the case of a body corporate shall be sufficient if signed on its behalf by any two Directors or officers of its governing body.

24. The office of a Director shall be vacated:-

- (a) If by notice in writing to the Company he resigns the office of Director;
- (b) If he shall for more than 6 months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
- (c) If he becomes bankrupt or enters into any arrangement with his creditors;
- (d) If he is prohibited from being a Director by an order made under any provision of the Act;
- (e) If he becomes of unsound mind;
- (f) If he is removed from office under Article 21.
- (g) If he is removed from office under Article 23.

25. Unless and until otherwise determined by the Company either generally or in any particular case, 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, and any person proposed to be appointed as a Director shall be capable of being appointed as a Director

notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the 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 as such.

PROCEEDINGS OF DIRECTORS

26. Any Director or member of a committee of the board may participate in a meeting of the Directors or of such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.