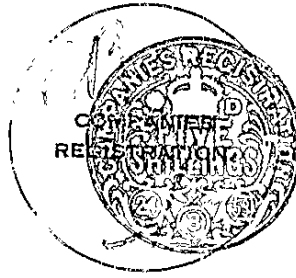


THE COMPANIES ACT, 1948.

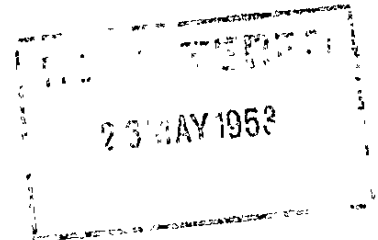


A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements of the Companies Act, 1948, on application for Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)



E OF

PANY

JOHN A.L.
ROME & CO, (HOLDINGS)

LIMITED.

O.C.F.41.

P 130, 52287(c)

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

ented by

R.L. Frank & Coffin,

7 Prince's Street,

T ruro.

I, RICHARD LIONEL FRANK
of 7 Prince's Street in the City of Truro in the County
of Cornwall

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court
engaged in the formation] [~~a person named in the Articles of Association as a~~
Director/Secretary],

of Rowe & Co^{Cornwall} (Holdings)

LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters
precedent to the registration of the said Company and incidental thereto have
been complied with. And I make this solemn Declaration conscientiously
believing the same to be true and by virtue of the provisions of the "Statutory
Declarations Act, 1935."

Declared at Truro in the County
of Cornwall

the 16th day of March

One thousand nine hundred and fifty three

before me,

Harold Lewis
A Commissioner for Oaths

R L Frank

Subscribed at Truro in the County of Cornwall
the 16th day of March 1953 before me

Harold Lewis
Commissioner

R L Frank

NOTE.

Section 15 of The Companies Act, 1948.

15. (1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

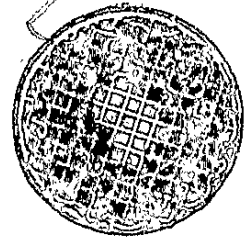
(a) Delete words not required.

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NO. OF COMPANY...520039/2

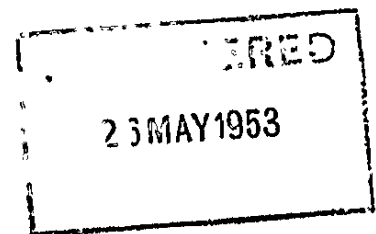


[C.A. 24]



Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)



NAME OF
COMPANY

CORNWALL
ROD & CO (INCORPORATED 1933)

LIMITED.

This Statement is to be filed with the Memorandum of Association when the Company is registered.

CAT. No. C.A. 24.

1933 51 24/53

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents

7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

Presented by

R. L. Frook & Coffin,

7 Prince's Street,

TRURO

The Nominal Share Capital

HP
nick of the

CORNWALL
ROWE & CO (HOLDINGS)
L

LIMITED,

is £ 1000 , divided into 1000 shares of £ 1
each.

Signature

Howe

Description

Director

Date 16th March, 1953 .

520039

1.



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

— of —
CORNWALL

ROWE & CO. (HOLDINGS) LIMITED.



REGISTERED

26 MAY 1953

CORNWALL

1. The name of the Company is "ROWE & CO. (HOLDINGS) LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

- (A) To purchase or by any other means acquire, for the purpose of investment only, any freehold, leasehold or other property in the United Kingdom or elsewhere for any estate or interest whatsoever and any shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom or elsewhere and any debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, sovereign, ruler, commissioners, public body, or authority in the United Kingdom or elsewhere.
- (B) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings or other works and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid and to manage and control the same or join with others in so doing.
- (C) To improve, manage, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, and grant rights and privileges in respect of all or any part of the property and rights of the Company but so that any surplus arising from any such exchange, sale or disposition as aforesaid shall be carried to a Capital Reserve Fund or otherwise dealt with for capital purposes only and no such surplus, nor any part thereof, shall be distributed by way of dividend or bonus.
- (D) To lend and advance money or give credit to

such persons, firms, or companies and on such terms as may seem expedient and to give guarantees or become security for any such persons, firms, or companies.

- (E) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (F) To receive moneys on deposit with or without allowance of interest and to receive on deposit title deeds or other securities provided that the Company shall not act as a banker.
- (G) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (H) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (I) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (J) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (K) To pay all or any expenses incurred in connection

with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

- (L) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.
- (M) To promote any other company for the purpose of acquiring the whole or any part of the property and undertaking any of the liabilities of this Company, or of undertaking any operations which may appear likely to assist or benefit this Company or to enhance the value of any property of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (N) Subject as aforesaid to distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (O) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (P) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause provided always that the Company shall not carry on any trade,

4.

manufacture, adventure or concern in the nature of trade.

.4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £1,000. divided into 1,000 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.	No. of Shares taken by each Subscriber.
<p><i>Stanley Rowe.</i> <i>"Riviera"</i> <i>Portreath</i> <i>Wholesale Fruit Merchant.</i></p> <p><i>Marguerite Capron Rowe.</i> <i>"Riviera"</i> <i>Portreath.</i> <i>Wife of Stanley Rowe</i></p>	<p><i>One.</i></p> <p><i>One</i></p>
TOTAL SHARES TAKEN	<i>Two</i>

Dated this *16th* day of *March* 19 *13*

Witness to the above Signatures:-

W. W. W.

Solicitor

G. W. W.



THE COMPANIES ACT, 1948.
COMPANY LIMITED BY SHARES.



ARTICLES OF ASSOCIATION

— of —
 CORNWALL
ROWE & CO. (HOLDINGS) LIMITED.

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75 and 76 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is £1,000, divided into 1,000 Shares of £1 each.
4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
5. The lien conferred by Clause II in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.
7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

VOTES OF MEMBERS.

8. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

DIRECTORS.

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than six.

10. The following persons shall be the first Directors of the Company :-

Stanley Rowe of Riviera ^{Portsmouth} ~~Portsmouth~~ in the County of Cornwall, Fruit Merchant.
 Marjorie Capron Rowe of Riviera ^{Portsmouth} ~~Portsmouth~~ aforesaid
 Wife of Stanley Rowe and Sidney Douglas Rowe of
 Highlands West End, Redruth in the said County Fruit
 Merchant.

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

11. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than Ten Pounds. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

12. The remuneration of the Directors shall be at the rate from time to time agreed upon, and such remuneration shall be divided among the Directors in such proportions and in such manner as they shall agree, or in default of agreement equally: Provided that in default of agreement any Director who shall not have served during the whole period for which the remuneration is payable shall receive only an amount proportioned to the time served by him. Any resolution of the Board reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors. The Directors shall also be paid such travelling, hotel, and other expenses as may properly be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at Meetings of Directors and at General Meetings.

13. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

14. Clause 80 in Part I of Table A shall be read and

8.

construed as if the words "business of the" were omitted therefrom.

15. 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 Clause 84 in Part I of Table A shall be modified accordingly.

DIVIDENDS AND RESERVE.

16. Clause 108 of Part I of Table A shall be read and construed as if the word "income" were substituted for the word "profits"

17. Clause 116 of Part I of Table A shall be read and construed as if the word "income" were substituted for the word "profits".

18. Clause 117 of Part I of Table A shall be read and construed as if the word "income" were substituted for the word "profits" and as if the words "either be employed in the business of the Company or" were omitted therefrom.

ACCOUNTS.

19. Clause 126 of Part I of Table A shall be read and construed as if the words "income and expenditure" were substituted for the words "profit and loss".

CAPITALISATION OF INCOME.

20. Clause 128 of Part I of Table A shall be read and construed as if the words "income and expenditure" were substituted for the words "profit and loss".

21. Clause 129 of Part I of Table A shall be read and construed as if the word "income" were substituted for the word "profits".

WINDING UP.

22. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Stanley Rowe,
"Riviera",
Portsmouth,
Wholesale Fruit Merchant.

Marjorie Capron Rowe.
"Riviera"
Portsmouth.
Wife of Stanley Rowe.

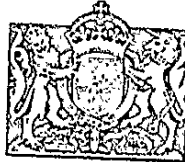
Dated this 16th day of March 1953

Witness to the above Signatures:-

W. W. W. W.
Solicitor
Truro.

DUPLICATE FOR THE FILE

No. 520039



Certificate of Incorporation

I Hereby Certify, That

ROWE & CO. CORNWALL (HOLDINGS) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Twenty-sixth day of
May One Thousand Nine Hundred and Fifty -three.

L. B. (signature)
Registrar of Companies

Certificate
received by |

Date 26.5.53

No. 520039.

THE COMPANIES ACT, 1948.



(Copy)

ORDINARY AND SPECIAL RESOLUTIONS

-of-

ROWE & CO. CORNWALL (HOLDINGS) LIMITED.

Passed the 9th day of March, 1957.

At an Extraordinary General Meeting of the above-named Company held at the registered office of the Company at Redruth, Cornwall, on Saturday, 9th March, 1957, at 11.15 o'clock in the forenoon, the following RESOLUTIONS were duly passed:-

1. As Ordinary Resolutions:-

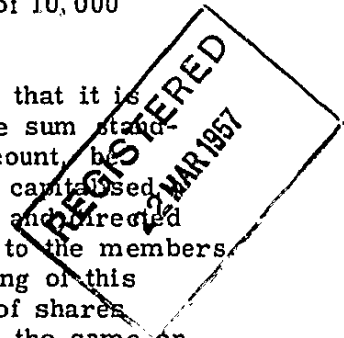
- (a) That the Share Capital of the Company be increased from £1,000 to £11,000 by the creation of 10,000 Shares of £1 each.
- (b) That the Directors having recommended that it is desirable that £10,000, being part of the sum standing to the credit of Share Premium Account, be capitalised, the said sum of £10,000 be capitalised and the Directors be hereby authorised and directed to appropriate the said capitalised sum to the members of the Company at the date of the passing of this resolution in proportion to the number of shares held by them respectively, and to apply the same on their behalf in paying up in full the 10,000 unissued shares of £1 each in the capital of the Company, and to allot and distribute such 10,000 shares credited as fully paid up to and amongst such members in the proportion of ten such fully paid shares for every share so held.

2. As a Special Resolution:-

That the Articles of Association of the Company be altered as follows:-

That Article No. 11 be eliminated.

Stanley Rowe
CHAIRMAN.



NO. OF COMPANY 520029

13



THE COMPANIES ACT, 1948.



Notice of Increase in Nominal Capital

Pursuant to Section 63.

NAME OF
COMPANY

ROWE & CO. CORNWALL (HOLDINGS)

LIMITED.



JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. C.F.10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

F135 82035 (H) (L)

Presented by



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

ROWE & CO. CORNWALL (HOLDINGS)

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) *Ordinary* Resolution of the Company dated the *9th* day of *March* 19*57* the nominal Capital of the Company has been increased by the addition thereto of the sum of £ *10,000* beyond the registered Capital of £ *1,000*

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
<i>10,000</i>	<i>Ordinary</i>	<i>One pound</i>

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows :—

The new shares will rank par passu with the existing ordinary shares of the Company, all shares having equal rights as to voting, dividends and winding up

none of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature)

(State whether Director, or Secretary)

Dated the *21st* day of *March* 19*57*

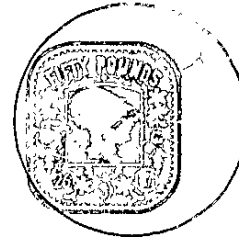
- (a) " Ordinary," " Extraordinary " or " Special "
(b) Delete as appropriate.

This margin to be reserved for binding.

NO. OF COMPANY 520039

14

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of Nominal Capital.

Pursuant to Section 112 of the Stamp Act, 1891.

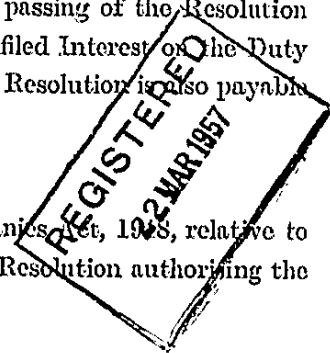
(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF
COMPANY ROWE & CO. CORNWALL (HOLDINGS)

LIMITED.

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1928, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.



CAT. No. CA.26.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1223(K)1

Presented for registration by

6072

The Nominal Capital

OF

ROWE & CO. CORNWALL (HOLDINGS)

LIMITED,

has by a Resolution of the Company dated the ninth day
of March, 1957, been increased by the addition thereto of
the sum of ten thousand Pounds,
divided into ten thousand Shares
of one pound each,
beyond the Registered Capital of one thousand pounds

*Signature

Description

Date 21-3- 1957

*This Statement must be signed by an officer of the Company.

This margin is reserved for binding, and must not be written across.

No. of Company 520039 / 18

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Copy

SPECIAL RESOLUTION

(Pursuant to the Companies Act, 1948, Sections 5 and 141)

of

ROWE & CO. CORNWALL (HOLDINGS) LIMITED.

Passed the 2nd day of November, 1959.

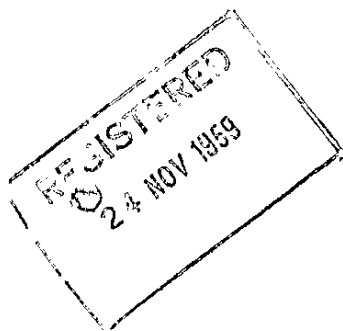
That Clause 3 of the Memorandum of Association of the Company
be altered in manner following viz. :-

- (i) By inserting immediately after Sub-Clause (A) thereof the following new Sub-Clauses :-

"(A¹) To co-ordinate the administration of any companies which are for the time being under the control of this Company.

(AB) To carry on the business of advisers to and to perform any other services for any company, individual or partnership for the time being carrying on any one or more of the trades of greengrocer, fruiterer, florist, wholesale dealer in fruit, vegetables or flowers, farmer, livestock breeder, livestock dealer, grocer, provision merchant, butcher, nurseryman, market gardener, stevedore, warehouseman, forwarding agent, haulier, transport contractor, cultivation contractor, hirer of plant or machinery, builders or agricultural merchants, or dealer in agricultural produce or implements and to carry on any such trade."

- (ii) By deleting from Sub-Clause (C) thereof all the words after the word "Company".



122



(iii) By deleting from the end of the said Clause 3 the words:

"provided always that the Company shall not carry
on any trade, manufacture, adventure or concern
in the nature of trade"

and substituting herefor the words:

"provided always that the Company shall not carry
on any trade, or adventure in the nature of trade,
which consists in selling Shares, securities or
real property at a profit".

John *Rowe*
CHAIRMAN.

21
The Companies Act, 1948

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

ROWE & CO. CORNWALL (HOLDINGS) LIMITED.

(As altered by Special Resolution passed on the 2nd day of November, 1959)

1. The Name of the Company is "ROWE & CO. CORNWALL (HOLDINGS) LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are :-
 - (A) To purchase or by any other means acquire, for the purpose of investment only, any freehold, leasehold or other property in the United Kingdom or elsewhere for any estate or interest whatsoever and any shares, stocks, debentures, debenture stocks, bonds obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom or elsewhere and any debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body, or authority in the United Kingdom or elsewhere, and in particular but without prejudice to the generality of the foregoing provisions to acquire shares in Rowe and Company (Cornwall) Limited and in Rowe and Company (Retail) Limited.
 - (AA) To co-ordinate the administration of the companies which are for the time being under the control of this Company.
 - (AB) To carry on the business of advisers to and to perform any other services for any company, individual or partnership for the time being carrying on any one or more of the trades of greengrocer, fruiterer, florist, wholesale dealer in fruit, vegetables or flowers, farmer, livestock breeder, livestock dealer, grocer, provision merchant, butcher, nurseryman, market gardener, stevedore, warehouseman, forwarding agent, haulier, transport contractor,

REGISTERED
16 DEC 1959

FILED

cultivation contractor, hirer of plant or machinery, builders or agricultural merchants, or dealers in agricultural produce or implements and to carry on any such trade.

- (B) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings or other works and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid and to manage and control the same or join with others in so doing.
- (C) To improve, manage, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, and grant rights and privileges in respect of all or any part of the property and rights of the Company.
- (D) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient and to give guarantees or become security for any such persons, firms or companies.
- (E) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (F) To receive moneys on deposit with or without allowance of interest and to receive on deposit title deeds or other securities provided that the Company shall not act as a banker.
- (G) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (H) To apply for, promote and obtain any Act of Parliament, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (I) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (J) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (K) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (L) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.
- (M) To promote any other company for the purpose of acquiring the whole or any part of the property and undertaking any of the liabilities of this Company, or of undertaking any operations which may appear likely to assist or benefit this Company or to enhance the value of any property of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (N) Subject as aforesaid to distribute among the Members of the Company in kind any property of the Company,

and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

- (O) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (P) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause provided always that the Company shall not carry on any trade or adventure in the nature of trade which consists in selling Shares, securities or real property at a profit.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £1,000, divided into 1,000 Shares of £1 each.

Handwritten signature

COMPANY NO 520039

THE COMPANIES ACT 1985

SPECIAL RESOLUTION(S)

OF

ROWE & CO CORNWALL (HOLDINGS)

LIMITED/PLC

PASSED ON THE THIRD DAY OF OCTOBER 19 88

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED
AND HELD AT CARDREW, REDRUTH, CORNWALL

ON THE THIRD DAY OF OCTOBER 19 88

THE FOLLOWING RESOLUTION(S) WAS/WERE DULY PASSED:-

"To Guarantee or Give Security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to give any Guarantee, Security or Indemnity".

SIGNED [Signature]
~~DIRECTOR~~ OR SECRETARY OF COMPANY

DATE 17th October 1988

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