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Company No 00896298

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALPHA FEEDS LIMITED

(Adopted by Special Resolution passed on 31 March 2005)

Interpretation

- 1 In these Articles, if not inconsistent with the subject or context.-

 "Act" means the Companies Act 1985 as amended or re-enacted from time to time,

 "Table A" means Table A in the Schedule to the Companies (Tables A-F Regulations 1985)
- 2 The regulations contained in Table A apply to the Company except insofar as they are excluded by or are inconsistent with these Articles
- 3 Regulations 24, 35, 64, 73 to 81 inclusive, 94 and 95 of Table A do not apply to the Company.

Share Capital

- 4 The provisions of section 89(1) and 90(1) to (6) (inclusive) of the Act do not apply to the Company.
- 5 Subject to the provisions of the Act, the Company may purchase any of its own shares
6. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

Proceedings at General Meetings

7. The words "save that, if and for so long as the Company has only one person as a member, one person present in person or by proxy shall be a quorum" shall be inserted at the end of the second sentence in Regulation 40 of Table A
- 8 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved In any other case it shall stand adjourned to such day and at such time and place as the directors determine If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum

TUESDAY



- 9 In the case of joint holders of a share the signatures of any one of them is sufficient for the purpose of passing resolutions in writing under Regulation 53 of Table A
- 10 In the case of a corporation, a director or its secretary is deemed to be a duly authorised representative for the purpose of Regulation 53 and 54 of Table A.
- 11 A proxy is entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly
- 12 A poll may be demanded at any general meeting by any member entitled to vote at it Regulation 46 of Table A shall be modified accordingly

Number of Directors

- 13 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one
14. If and so long as the minimum number of directors specified under these Articles is one:
 - 14.1 a sole director may exercise all the powers conferred on the directors by the Articles, and
 - 14.2 regulations 88 to 90 of Table A shall not apply to the Company.
- 15 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
16. Subject to the provisions of the Act, a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the company may be interested He may hold, and be remunerated in respect of, any office or place or profit under the Company or any such other company (other than the office of auditor of the Company or any of its subsidiaries). He, or any firm of which he is a member, may act in a professional capacity for the Company or any such other company and be remunerated for doing so Notwithstanding his interest, a director may vote on any matter in which he is interested and be included for the purpose of a quorum at the meeting at which it is considered He may retain for its own benefit all profits and advantages accruing to him Regulation 85 of Table A shall be modified accordingly.
- 17 Regulation 88 of Table A shall be amended by substituting to sentence -
"it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom"

The following sentence:-

Notice of every meeting of the directors shall be given to each director and his alternate including directors and alternate director who may for the time being be absent from the United Kingdom and who have given the company any address within the United Kingdom for service".

Appointment and Disqualification of Directors

- 18 A member or members holding more than one half of the issued Ordinary Shares of the Company may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and to remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director and shall take effect when the notice is delivered to the registered office of the Company.
- 19 A director is not required to hold any qualification shares in the Company.
- 20 The office of a director is vacated
- 20.1 if by notice in writing to the Company he resigns his office of director;
 - 20.2 if he is more than 6 months absent without permission of the directors from meetings of the directors held during that period, unless he has appointed an alternate director who has not been similarly absent during that period;
 - 20.3 If he becomes bankrupt or enters into any arrangement with his creditors,
 - 20.4 If he is prohibited from being a director by a order made under any provision of the Act,
 - 20.5 If he becomes of unsound mind,
 - 20.6 If he is removed from office under Article 18.
21. A director shall not be required to vacate his office or be ineligible for re-election, and not person shall be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.

Notices

- 22 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

- 23 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Provisions of the Memorandum of Association which are deemed to form part of the Articles of Association pursuant to Section 28 of the Companies Act 2006.

Company No. 00896298

The Companies Act, 1948
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
ALPHA FEEDS LIMITED

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- 1 The name of the Company is "ALPHA FEEDS 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 carry on business as wholesale and retail newsagents, booksellers, printers and publishers, engravers, manufacturers and retail stationers, library proprietors, newspaper journal proprietors, picture dealers, fancy goods merchants, manufacturers of and dealers in tobacco, cigars, cigarettes, pipes, cigar and cigarette cases, lighters, pouches, fireworks, fancy goods and other articles and things commonly dealt in by tobacconists and fancy goods merchants, confectioners, ice cream manufacturers and merchants, dry cleaning agency, retailers and dealers in sweets, chocolates, grocery, confectionery, drapery and haberdashery, hardware and general household supplies
 - B To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company
 - C To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - D To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above
 - E To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society

- F To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with an subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- G To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- H To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- I To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others
- J To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- K. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- L To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- M To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- N. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired

- O To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- P To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- Q To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on
- R. To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- S To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner
- T To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- U To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise
- V To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by any combination of such methods or by any other means whatever, the discharge and performance respectively of the liabilities and obligations of and the repayment or payment of any monies whatever by any person, firm or company including (but not limited to) the discharge and performance respectively of any liabilities and obligations whatever of, and the repayment or payment of any monies whatever by, any company which is for the time being or likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the

Company's holding company (the terms "subsidiary" and "holding company having the meanings given to them by section 1159 of the Companies Act 2006

W. To do all such other things as are incidental or conducive to the above objects or any of them.

- 4 The liability of the members is unlimited.
- 5 The share capital of the Company is £1,500,000 divided into 1,500,000 Ordinary Shares of £1* The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital or otherwise

* increased by ordinary resolution 28 February 1964