

Number of  
Company }

1173126//

FORM NO. 41  
(No registration fee payable)

## THE COMPANIES ACTS 1948 to 1967

### Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the  
Name of the  
Company

GEORGE WILLIAMSON & CO.

LIMITED

Presented by

Presentor's Reference JG.4697/MMM

Coward Chance,

Royex House,

Aldermanbury Square, London EC2V 7LD

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.  
FZ1221 3.5.73

Companies 6C

\*\*\*  
[P.T.O.]

I, MICHAEL ROBERT MATHEWS

of Royex House, Aldermanbury Square, London EC2V 7LD

(a) Here insert:  
A Solicitor of the  
Supreme Court (or  
in Scotland a  
Solicitor) engaged  
in the formation  
or  
A person named  
in the Articles of  
Association as a  
Director or  
Secretary.

Do solemnly and sincerely declare that I am (a) a solicitor of the

Supreme Court engaged in the formation

of GEORGE WILLIAMSON & CO.

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 1835.

Declared at Royex House,

Aldermanbury Square,

London EC2V 7LD

the 2<sup>nd</sup> day of May

one thousand nine hundred and

seventy-four

*N.E. Rath*

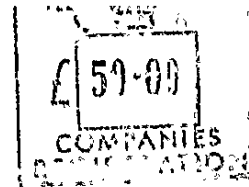
Before me,

*Lawrence E. Jones*

A Commissioner for Oaths (b)

(b) Or  
Notary Public or  
Justice of the  
Peace as the case  
may be.

57997/10  
1173126/3



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED ✓

1. The name of the Company is George Williamson & Co. 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 act as secretaries, managers, registrars or transfer agents for any other company.

(B) To buy, sell dispose of and deal in tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not either in its prepared, manufactured or raw state and either by wholesale or retail.

(C) To act in Great Britain or any part of the world as agents, representatives or employees of any company or person for the sale, purchase, hiring, exchange, receipt, storing, dispatch, shipment and



carriage of any goods, articles, things, or produce of any description or for any purpose whatsoever, upon such terms as may be thought expedient, and generally to carry on the business of warehousemen, shipbrokers, shipping agents, chartering agents, freight contractors, paying agents, forwarding agents and distributors, purchasing agents, manufacturers' agents, brokers, commission agents, and salesmen in all their respective branches.

(D) To undertake and carry on any business transaction or operation commonly undertaken or carried on by importers, exporters, general dealers or merchants, bankers, financial agents, guarantors, company promoters, underwriters, and concessionaries.

(E) To undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value or facilitate the realisation of or render profitable any of the Company's property or rights.

(F) To acquire and hold either in the name of the Company or in that of any nominee shares, stock, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Company wherever incor-

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porated or carrying on business and debentures, debenture stock, bonds, notes obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal local or otherwise in any part of the world, and from time to time to vary any such investments.

(G) To acquire any such shares, stock, debentures, debenture stocks, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligation or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.

(H) To plant, grow, cultivate and produce, tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not, and to prepare, manufacture and render marketable any such produce.

(I) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which the Company may consider capable of being conveniently dealt with by the Company in connection with any of its objects.

(J) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery as the Company may consider necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(K) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may consider necessary or convenient for the purposes of its business.

(L) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(M) To purchase, subscribe for or otherwise

acquire and securities

(N)

or any part of any person within the carry on,

(O)

quired by or without dividend any security partly in on such

(P)

rights for any cash, by any company rights or other or debt mode as the dispos

acquire and hold and deal with any shares, stocks or securities of any other company.

(N) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business within the objects of the Company and to conduct and carry on, or liquidate and wind up, any such business.

(O) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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 agree.

(P) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may agree and to hold, deal with or dispose of any consideration so received.

(Q) To issue, place, underwrite, or guarantee

the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as the Company may agree.

(R) To borrow or raise money upon such terms and on such security as the Company may consider expedient and particularly by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(S) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance

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of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company.

(T) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as the Company may consider expedient and to dispose of or vary any such investments or securities.

(U) To lend money or give credit to such persons, firms or companies and on such terms as the Company may consider expedient and to receive money on deposit or loan from any person, firm or company.

(V) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

(W) To take all necessary and proper steps in Parliament or with any government or authority,

international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(X) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Company may consider to be capable of being conducted so as directly or indirectly to benefit the Company.

(Y) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors) employees or ex-employees of the Company or of any company which is or was a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company or of any person firm or company who (or whose predecessors or successors in business) were at any time associated in business with the Company or any such subsidiary company or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support

or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes which the Company may consider to be calculated to benefit such persons.

(Z) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(AA) To undertake and execute any trusts the undertaking whereof the Company may consider to be desirable, and either gratuitously or otherwise.

(BB) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as the Company may agree.

(CC) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which the Company may consider calculated to benefit the Company directly or indirectly.

(DD) To remunerate in such manner as the Company may consider expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(EE) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other

transferable or negotiable instruments.

(FF) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(GG) To procure the Company to be registered in any country or place outside Great Britain.

(HH) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustess or otherwise.

(II) To do all such other things as the Company may consider incidental or conducive to the attainment of the above objects or any of them.

(JJ) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed

to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited. ✓
5. The share capital of the Company is £100. ✓  
divided into 100 shares of £1 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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 (in  
words)

*J. S. Roy*

One

SIR JOHN LYON HOUSE  
5 HIGH TIMBER STREET  
LONDON  
EC4V 3LD

EAST INDIA MERCHANT

*M. S. Roy*

One

SIR JOHN LYON HOUSE  
5 HIGH TIMBER STREET  
LONDON  
EC4V 3LD

EAST INDIA MERCHANT

DATED the 9th day of May 1974

Witness to the above Signatures:-

*[Signature]*

SIR JOHN LYON HOUSE  
5 HIGH TIMBER STREET  
LONDON  
EC4V 3LD

CHARTERED ACCOUNTANTS

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1173126/4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof

SHARE CAPITAL AND VARIATION OF  
RIGHTS

3.01 If any such separate general Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present

and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

5. 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. Regulation 24 of Table A shall not apply.



## MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

## MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at

the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

#### PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall be not less than two nor more than ten.

9.02 The first Directors shall be Oswald James Roy, George Clark Whyte and Richard Boycott Magor.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

#### POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the

Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of sections 182 or 185 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as director, or
- (d) resigns his office by written notice to the Company, or
- (e) is served with written notice to resign signed by or on behalf of a member or

members having the right to attend and vote at any general meeting and holding not less than 95 per cent in nominal value of the shares giving that right.

11.02 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

#### ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or

all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

#### PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual

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the

as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

#### NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

#### INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act

1965 or any statutory modification or re-enactment thereof.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

D.S. Zou

Sir John Lyon House  
5, High Timber Street  
London EC4V 3LD  
East India Merchant

Maraland

Sir John Lyon House,  
5, High Timber Street  
London EC4V 3LD

East India Merchant

---

DATED the 2nd day of May 1974 ✓

Witness to the above signatures:-

De Bunn's

Sir John Lyon House  
5, High Timber Street,  
London EC4V 3LD

Chartered Accountant





## CERTIFICATE OF INCORPORATION

No. 1173126

I hereby certify that

GEORGE WILLIAMSON & CO. LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 7th June 1974

A handwritten signature in cursive script, appearing to read 'N Taylor'.

N. TAYLOR

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1967

ORDINARY RESOLUTION

OF

GEORGE WILLIAMSON & CO. LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Sir John Lyon House, 5, High Timber Street, London, EC4V 3LD on 11th December, 1974 the following resolution was duly passed.

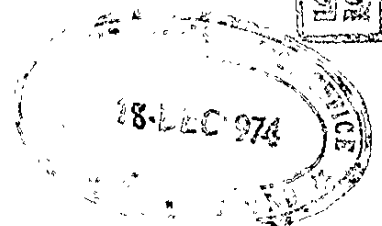
ORDINARY RESOLUTION

THAT the authorised capital of the Company be increased to £250,000 by the creation of 249,900 new shares of £1 each in the capital of the Company, such new shares to rank pari passu in all respects with the existing shares in the capital of the Company.

*DeBenedictis*

Secretary.

16th December, 1974.



No. of Company.....1173126

**THE COMPANIES ACTS 1948 to 1967****Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

71 26

Insert name  
of Company;  
delete "Limited"  
if not applicable

GEORGE WILLIAMSON &amp; CO.

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a† Ordinary Resolution of the Company dated the  
11th day of December 1974 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 249,900  
beyond the registered capital of £ 100

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
249,900	Ordinary	£1.00

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:—

If any of the new  
shares are  
Preference Shares  
state whether they  
are redeemable or  
not. If this space is  
insufficient the  
conditions should  
be set out  
separately by way  
of annexure.

The new shares are to rank pari passu with  
the existing shares in the capital of the  
Company.

Signature .....  State whether Director } .....Secretary.....  
or Secretary }

Dated the 16th day of December, 1974.

Presented by

Presenter's Reference JG.4697/RHB

Coward Chance,

Royex House,

Aldermanbury Square,

London, EC2V 7LD.

(see notes overleaf)

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THE COMPANIES ACTS 1948 TO 1967

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COMPANY LIMITED BY SHARES

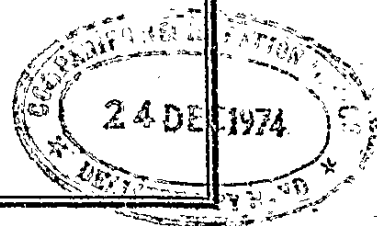
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**Memorandum**  
AND  
**Articles of Association**  
OF

GEORGE WILLIAMSON & CO. LIMITED

---

COWARD CHANCE  
ROYEX HOUSE  
ALDERMANBURY SQUARE  
LONDON EC2V 7LD



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

1. The name of the Company is George Williamson & Co. 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 act as secretaries, managers, registrars or transfer agents for any other company.
  - (B) To buy, sell dispose of and deal in tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not either in its prepared, manufactured or raw state and either by wholesale or retail.
  - (C) To act in Great Britain or any part of the world as agents, representatives or employees of any company or person for the sale, purchase, hiring, exchange, receipt, storing, dispatch, shipment and

carriage of any goods, articles, things, or produce of any description or for any purpose whatsoever, upon such terms as may be thought expedient, and generally to carry on the business of warehousemen, shipbrokers, shipping agents, chartering agents, freight contractors, paying agents, forwarding agents and distributors, purchasing agents, manufacturers' agents, brokers, commission agents, and salesmen in all their respective branches.

(D) To undertake and carry on any business transaction or operation commonly undertaken or carried on by importers, exporters, general dealers or merchants, bankers, financial agents, guarantors, company promoters, underwriters, and concessionaries.

(E) To undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value or facilitate the realisation of or render profitable any of the Company's property or rights.

(F) To acquire and hold either in the name of the Company or in that of any nominee shares, stock, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Company wherever incor-

porated or carrying on business and debentures, debenture stock, bonds, notes obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal local or otherwise in any part of the world, and from time to time to vary any such investments.

(G) To acquire any such shares, stock, debentures, debenture stocks, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligation or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.

(H) To plant, grow, cultivate and produce, tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not, and to prepare, manufacture and render marketable any such produce.

(I) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which the Company may consider capable of being conveniently dealt with by the Company in connection with any of its objects.

(J) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery as the Company may consider necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(K) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may consider necessary or convenient for the purposes of its business.

(L) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(M) To purchase, subscribe for or otherwise



acquire and hold and deal with any shares, stocks or securities of any other company.

(N) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business within the objects of the Company and to conduct and carry on, or liquidate and wind up, any such business.

(O) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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 agree.

(P) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may agree and to hold, deal with or dispose of any consideration so received.

(Q) To issue, place, underwrite, or guarantee

the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as the Company may agree.

(R) To borrow or raise money upon such terms and on such security as the Company may consider expedient and particularly by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(S) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance

of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company.

(T) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as the Company may consider expedient and to dispose of or vary any such investments or securities.

(U) To lend money or give credit to such persons, firms or companies and on such terms as the Company may consider expedient and to receive money on deposit or loan from any person, firm or company.

(V) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

(W) To take all necessary and proper steps in Parliament or with any government or authority,

international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(X) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Company may consider to be capable of being conducted so as directly or indirectly to benefit the Company.

(Y) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors) employees or ex-employees of the Company or of any company which is or was a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company or of any person firm or company who (or whose predecessors or successors in business) were at any time associated in business with the Company or any such subsidiary company or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support

or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes which the Company may consider to be calculated to benefit such persons.

(Z) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(AA) To undertake and execute any trusts the undertaking whereof the Company may consider to be desirable, and either gratuitously or otherwise.

(BB) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as the Company may agree.

(CC) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which the Company may consider calculated to benefit the Company directly or indirectly.

(DD) To remunerate in such manner as the Company may consider expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(EE) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other

transferable or negotiable instruments.

(FF) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(GG) To procure the Company to be registered in any country or place outside Great Britain.

(HH) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(II) To do all such other things as the Company may consider incidental or conducive to the attainment of the above objects or any of them.

(JJ) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed

to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £100 divided into 100 shares of £1 each.\*

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

11.

\* By an Ordinary Resolution passed on 11th December, 1974, the authorised share capital of the Company was increased to £250,000 by the creation of 249,900 new shares of £1 each in the capital of the Company such new shares to rank pari passu in all respects with the existing shares in the capital of the Company.

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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
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O.J. Roy, Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD East India Merchant	One
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R.B. Magor, Sir John Lyon House, 5 High Timber Street, London EC4V 3LD East India Merchant	One
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DATED the 2nd day of May 1974

Witness to the above Signatures:-

I.D.C. Burrridge,  
Sir John Lyon House, 5 High Timber Street,  
London, EC4V 3LD. Chartered Accountant



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

*Still Private*

ARTICLES OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

PRELIMINARY - PRIVATE COMPANY

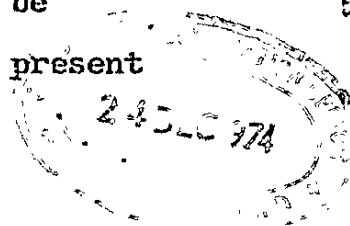
1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF  
RIGHTS

3.01 If any such separate general Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present



and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

5. 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. Regulation 24 of Table A shall not apply.

## MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

## MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at

the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

#### PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall be not less than two nor more than ten.

9.02 The first Directors shall be Oswald James Roy, George Clark Whyte and Richard Boycott Magor.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

#### POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the

Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of sections 182 or 185 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as director, or
- (d) resigns his office by written notice to the Company, or
- (e) is served with written notice to resign signed by or on behalf of a member or

members having the right to attend and vote at any general meeting and holding not less than 95 per cent in nominal value of the shares giving that right.

11.02 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

#### ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or

all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

#### PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual

as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

#### NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

#### INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act



1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

O.J. Roy,  
Sir John Lyon House, 5 High Timber Street,  
London, EC4V 3LD.  
East India Merchant

R.B. Magor,  
Sir John Lyon House, 5 High Timber Street,  
London, EC4V 3LD.  
East India Merchant

---

DATED the 2nd day of May 1974.

Witness to the above signatures:-

I.D.C. Burridge,  
Sir John Lyon House, 5 High Timber Street,  
London, EC4V 3LD.  
Chartered Accountant

No. of Company 1173126

22.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

## Special Resolution

OF

**GEORGE WILLIAMSON & CO. LIMITED**

(Passed the 19th day of October, 1977)

At an Extraordinary General Meeting of George Williamson & Co. Limited held on the Nineteenth day of October, 1977 the following Resolution was duly passed as a Special Resolution:—

### RESOLUTION

"That the provisions of the Memorandum of Association of the Company with respect to its objects be altered by adding in clause 3 the following new paragraphs (C) and (D) and by redesignating the remaining paragraphs accordingly:—

- (C) To acquire hold and trade in and to enter into contracts of any description in respect of goods wares merchandise chattels commodities and metals of any description on such terms whether as to payment delivery or otherwise as may be thought fit.
- (D) To enter into carry on and participate in financial transactions and operations of all kinds and to take all steps which may be considered necessary and/or expedient for carrying into effect such transactions and operations including, but without limiting the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds."

CHAIRMAN.

Company No. 1173126

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THE COMPANIES ACTS 1948 TO 1967

SPECIAL RESOLUTION

of

GEORGE WILLIAMSON & CO. LIMITED

Passed on 28th November 1977

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD on 28th November, 1977 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

"That the Memorandum of Association of the Company be altered with respect to its objects by deleting the existing Clause 3 thereof and substituting therefor the new Clause 3 set out in the print of the revised Memorandum of Association of the Company now produced to the Meeting and for the purpose of identification signed by the Chairman thereof."

*Williamson*

Chairman

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Company No: 1173126

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

1. The name of the Company is George Williamson & Co. 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 act as secretaries, managers, registrars or transfer agents for any other company. ✓

(B) To buy, sell, dispose of and deal in tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not either in its prepared, manufactured or raw state and either by wholesale or retail.

(C) To acquire, hold and trade in and to enter into contracts of any description in respect of goods, wares, merchandise, chattels, commodities and metals of any description on such terms whether as to payment, delivery or

\* As amended by a Special Resolution of the Company dated 28th November 1977.

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otherwise as may be thought fit.

(D) To enter into, carry on and participate in financial transactions and operations of all kinds and to take all steps which may be considered necessary and/or expedient for carrying into effect such transactions and operations including, but without limiting the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.

(E) To acquire by purchase or otherwise and to manufacture, assemble or produce, plant, equipment, machines and machinery rigs, structures, scaffolding, vehicles, water-borne and air-borne craft, apparatus, tools, appliances, computers and computer equipment, accessories, goods and materials of every sort and kind and to make the same available on lease, hire, hire-purchase or in any other manner whatsoever to those who have need of the same, and otherwise to utilise the same for the benefit or advantage of the Company.

(F) To carry on the business of investing in, dealing in and restoring antiques, objets d'art, glassware, orders, campaign and other medals, regalia, weaponry, coins, books, prints, pictures, postage and other stamps, postcards and other items of whatsoever kind which the Company considers it may conveniently invest in, deal in, or restore.

(G) To carry on the business of farming in all its branches including (without limitation) the businesses of

(a) dairymen and the manufacture and sale by wholesale or retail of cheese, butter, condensed milk and every form of tinned milk or milk sold

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in special containers or of a special grade or quality.

- (b) arable and fruit farmers, millers and manufacturers of cereal products and the sale by wholesale or retail of flour, fruit and all cereal or farm products.
- (c) live stock breeders of every variety of animal whether bred as pedigree stock or for the purpose of its sale as meat, poultry, hides or fur.
- (d) poultry farmers including the erection or purchase of broiler houses and the sale by wholesale or retail of live and dead poultry and of eggs.
- (e) timber growers and the sale of timber and trees of every kind.
- (f) the manufacture and sale by wholesale or retail of egg powders, powdered milk and all other products of farm produce.
- (g) horticulturalists and seed merchants.
- (H) To act in Great Britain or any part of the world as agents, representatives or employees of any company or person for the sale, purchase, hiring, exchange, receipt, storing, dispatch, shipment and carriage of any goods, articles, things, or produce of any description or for any

purpose whatsoever, upon such terms as may be thought expedient, and generally to carry on the business of warehousemen, shipbrokers, shipping agents, chartering agents, freight contractors, paying agents, forwarding agents and distributors, purchasing agents, manufacturers' agents, brokers, commission agents, and salesmen in all their respective branches.

(I) To undertake and carry on any business transaction or operation commonly undertaken or carried on by importers, exporters, general dealers or merchants, bankers, financial agents, guarantors, company promoters, underwriters, and concessionallists.

(J) To undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to carry on any other business which may seem to be capable of being conveniently carried on or calculated directly or indirectly to enhance the value or facilitate the realisation of or render profitable any of the Company's property or rights.

(K) To acquire and hold either in the name of the Company or in that of any nominee shares, stock, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Company wherever incor-



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porated and carrying on business, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal local or otherwise in any part of the world, and from time to time to vary any such investments.

(L) To acquire any such shares, stock, debentures, debenture stocks, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligation or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.

(M) To plant, grow, cultivate and produce, tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not, and to prepare, manufacture and render marketable any such produce.

(N) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which the Company may consider capable of being conveniently dealt with by the Company.

(O) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery or to join with any person, firm or company in doing any of the things aforesaid.

(P) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges.

(Q) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(R) To purchase, subscribe for or otherwise

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acquire and hold and deal with any shares, stocks or securities of any other company.

(S) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business and to conduct and carry on, or liquidate and wind up, any such business.

(T) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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 agree.

(U) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may agree and to hold, deal with or dispose of any consideration so received.

(V) To issue, place, underwrite, or guarantee

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of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company.

(Y) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as the Company may consider expedient and to dispose of or vary any such investments or securities.

(Z) To lend money or give credit to such persons, firms, or companies and on such terms as the Company may consider expedient and to receive money on deposit or loan from any person, firm or company.

(AA) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

(BB) To take all necessary and proper steps in Parliament or with any government or authority,

international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(CC) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Company may consider to be capable of being conducted so as directly or indirectly to benefit the Company.

(DD) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors) employees or ex-employees of the Company or of any company which is or was a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company or of any person firm or company who (or whose predecessors or successors in business) were at any time associated in business with the Company or any such subsidiary company or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support

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or aid in the establishment and support of associations institutions, clubs, funds, trusts and schemes which the Company may consider to be calculated to benefit such persons.

(EE) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(FF) To undertake and execute any trusts the undertaking whereof the Company may consider to be desirable, and either gratuitously or otherwise.

(GG) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as the Company may agree.

(HH) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which the Company may consider calculated to benefit the Company directly or indirectly.

(II) To remunerate in such manner as the Company may consider expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(JJ) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other

transferable or negotiable instruments.

(KK) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(LL) To procure the Company to be registered in any country or place outside Great Britain.

(MM) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(NN) To do all such other things as the Company may consider incidental or conducive to the attainment of the above objects or any of them.

(OO) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed

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to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The share capital of the Company is £250,000 divided into 250,000 shares of £1 each.\*

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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al share capital of the Company was £100 divided into 100 shares of an Ordinary Resolution passed on 11th December 1974 the authorised al was increased to £250,000 by the creation of 249,900 new shares of h new shares to rank pari passu in all respects with the existing he capital of the Company.



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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
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O.J. Roy, Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD East India Merchant	One
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R.B. Magor, Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD East India Merchant	One
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DATED the 2nd day of May 1974

Witness to the above Signatures:-

I.D.C. Burridge,  
Sir John Lyon House, 5 High Timber  
Street, London, EC4V 3LD  
Chartered Accountant

Company No. 1173126

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THE COMPANIES ACTS 1948 to 1976

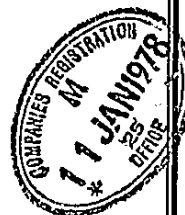
COMPANY LIMITED BY SHARES

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**Memorandum**  
AND  
**Articles of Association**  
OF  
GEORGE WILLIAMSON & CO. LIMITED

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COWARD CHANCE  
ROYEX HOUSE  
ALDERMANBURY SQUARE  
LONDON EC2V 7LD



[ ARMS ]

CERTIFICATE OF INCORPORATION

No. 1173126

I hereby certify that

GEORGE WILLIAMSON & CO. LIMITED

is this day incorporated under the Companies Acts 1948  
to 1967 and that the Company is Limited.

Given under my hand at London the 7th June 1974

N. TAYLOR  
Assistant Registrar of  
Companies

Company No. 7173126

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

of

GEORGE WILLIAMSON & CO. LIMITED

Passed on 28th November 1977

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD on 28th November, 1977 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company:- .

"That the Memorandum of Association of the Company be altered with respect to its objects by deleting the existing Clause 3 thereof and substituting therefor the new Clause 3 set out in the print of the revised Memorandum of Association of the Company now produced to the Meeting and for the purpose of identification signed by the Chairman thereof."

R. B. Magor

Chairman

Company No: 1173126

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

1. The name of the Company is George Williamson & Co. 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 act as secretaries, managers, registrars or transfer agents for any other company. ✓

(B) To buy, sell, dispose of and deal in tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not either in its prepared, manufactured or raw state and either by wholesale or retail.

(C) To acquire, hold and trade in and to enter into contracts of any description in respect of goods, wares, merchandise, chattels, commodities and metals of any description on such terms whether as to payment, delivery or

\* As amended by a Special Resolution of the Company dated 28th November 1977.

otherwise as may be thought fit.

(D) To enter into, carry on and participate in financial transactions and operations of all kinds and to take all steps which may be considered necessary and/or expedient for carrying into effect such transactions and operations including, but without limiting the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.

(E) To acquire by purchase or otherwise and to manufacture, assemble or produce, plant, equipment, machines and machinery rigs, structures, scaffolding, vehicles, water-borne and air-borne craft, apparatus, tools, appliances, computers and computer equipment, accessories, goods and materials of every sort and kind and to make the same available on lease, hire, hire-purchase or in any other manner whatsoever to those who have need of the same, and otherwise to utilise the same for the benefit or advantage of the Company.

(F) To carry on the business of investing in, dealing in and restoring antiques, objets d'art, glassware, orders, campaign and other medals, regalia, weaponry, coins, books, prints, pictures, postage and other stamps, postcards and other items of whatsoever kind which the Company considers it may conveniently invest in, deal in, or restore.

(G) To carry on the business of farming in all its branches including (without limitation) the businesses of

(a) dairymen and the manufacture and sale by wholesale or retail of cheese, butter, condensed milk and every form of tinned milk or milk sold

in special containers or of a special grade or quality.

- (b) arable and fruit farmers, millers and manufacturers of cereal products and the sale by wholesale or retail of flour, fruit and all cereal or farm products.
- (c) live stock breeders of every variety of animal whether bred as pedigree stock or for the purpose of its sale as meat, poultry, hides or fur.
- (d) poultry farmers including the erection or purchase of broiler houses and the sale by wholesale or retail of live and dead poultry and of eggs.
- (e) timber growers and the sale of timber and trees of every kind.
- (f) the manufacture and sale by wholesale or retail of egg powders, powdered milk and all other products of farm produce.
- (g) horticulturalists and seed merchants.

(H) To act in Great Britain or any part of the world as agents, representatives or employees of any company or person for the sale, purchase, hiring, exchange, receipt, storing, dispatch, shipment and carriage of any goods, articles, things, or produce of any description or for any

purpose whatsoever, upon such terms as may be thought expedient, and generally to carry on the business of warehousemen, shipbrokers, shipping agents, chartering agents, freight contractors, paying agents, forwarding agents and distributors, purchasing agents, manufacturers' agents, brokers, commission agents, and salesmen in all their respective branches.

(I) To undertake and carry on any business transaction or operation commonly undertaken or carried on by importers, exporters, general dealers or merchants, bankers, financial agents, guarantors, company promoters, underwriters, and concessionaries.

(J) To undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to carry on any other business which may seem to be capable of being conveniently carried on or calculated directly or indirectly to enhance the value or facilitate the realisation of or render profitable any of the Company's property or rights.

(K) To acquire and hold either in the name of the Company or in that of any nominee shares, stock, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Company wherever incor-



porated and carrying on business, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal local or otherwise in any part of the world, and from time to time to vary any such investments.

(L) To acquire any such shares, stock, debentures, debenture stocks, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligation or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.

(M) To plant, grow, cultivate and produce, tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not, and to prepare, manufacture and render marketable any such produce.

(N) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which the Company may consider capable of being conveniently dealt with by the Company.

(O) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery or to join with any person, firm or company in doing any of the things aforesaid.

(P) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges.

(Q) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

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acquire and hold and deal with any shares, stocks or securities of any other company.

(S) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business and to conduct and carry on, or liquidate and wind up, any such business.

(T) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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 agree.

(U) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may agree and to hold, deal with or dispose of any consideration so received.

(V) To issue, place, underwrite, or guarantee

the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as the Company may agree.

(W) To borrow or raise money upon such terms and on such security as the Company may consider expedient and particularly by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(X) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance

of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company.

(Y) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as the Company may consider expedient and to dispose of or vary any such investments or securities.

(Z) To lend money or give credit to such persons, firms, or companies and on such terms as the Company may consider expedient and to receive money on deposit or loan from any person, firm or company.

(AA) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

(BB) To take all necessary and proper steps in Parliament or with any government or authority,

international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(CC) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Company may consider to be capable of being conducted so as directly or indirectly to benefit the Company.

(DD) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors) employees or ex-employees of the Company or of any company which is or was a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company or of any person firm or company who (or whose predecessors or successors in business) were at any time associated in business with the Company or any such subsidiary company or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support

or aid in the establishment and support of associations institutions, clubs, funds, trusts and schemes which the Company may consider to be calculated to benefit such persons.

(EE) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(FF) To undertake and execute any trusts the undertaking whereof the Company may consider to be desirable, and either gratuitously or otherwise.

(GG) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as the Company may agree.

(HH) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which the Company may consider calculated to benefit the Company directly or indirectly.

(II) To remunerate in such manner as the Company may consider expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(JJ) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other

transferable or negotiable instruments.

(KK) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(LL) To procure the Company to be registered in any country or place outside Great Britain.

(MM) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(NN) To do all such other things as the Company may consider incidental or conducive to the attainment of the above objects or any of them.

(OO) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed

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to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The share capital of the Company is £250,000 divided into 250,000 shares of £1 each.\*

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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The original share capital of the Company was £100 divided into 100 shares of each. By an Ordinary Resolution passed on 11th December 1974 the authorised share capital was increased to £250,000 by the creation of 249,900 new shares of each such new shares to rank pari passu in all respects with the existing shares in the capital of the Company.

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 (in  
words)

---

O.J. Roy,  
Sir John Lyon House, 5 High Timber  
Street, London, EC4V 3LD  
East India Merchant

One

R.B. Magor,  
Sir John Lyon House, 5 High Timber  
Street, London, EC4V 3LD  
East India Merchant

One

---

DATED the 2nd day of May 1974

Witness to the above Signatures:-

I.D.C. Burrridge,  
Sir John Lyon House, 5 High Timber  
Street, London, EC4V 3LD  
Chartered Accountant

Company No: 1173126

THE COMPANIES ACTS 1948 to 1967  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED ✓

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A) shall apply to the Company so far as the same are not excluded or varied hereby. ✓

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

3.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason

of there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right of dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11. of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

5. 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. Regulation 24 of Table A shall not apply.

## MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

## MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.05 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have

been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

#### PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall not be less than two nor more than ten.

9.02 The first Directors shall be Oswald James Roy, George Clark Whyte and Richard Boycott Magor.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

#### POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge

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its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of sections 182 or 185 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) become incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as director, or

- (d) resigns his office by written notice to the Company, or
- (e) is served with written notice to resign signed by or on behalf of a member or members having the right to attend and vote at any general meeting and holding not less than 95 per cent in nominal value of the shares giving that right.

11.02 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

#### ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.



12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

#### PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors

for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

#### NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

#### INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration,

which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

O.J. Roy,  
Sir John Lyon House,  
5 High Timber Street,  
London, EC4V 3LD  
East India Merchant.

R.B. Magor,  
Sir John Lyon House,  
5 High Timber Street,  
London, EC4V 3LD  
East India Merchant.

---

DATED the 2nd day of May 1974.

Witness to the above signatures:-

I.D.C. Burrridge,  
Sir John Lyon House,  
5 High Timber Street,  
London, EC4V 3LD  
Chartered Accountant.

THE COMPANIES ACTS 1948 TO 1976

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Memorandum  
AND  
Articles of Association  
OF

GEORGE WILLIAMSON & CO. LIMITED

---

COWARD CHANCE  
ROYEX HOUSE  
1, PERMANBURY SQUARE  
LONDON EC2V 7LD

No. 1173126 | 39

THE COMPANIES ACTS 1948 to 1981

SPECIAL RESOLUTIONS

OF

GEORGE WILLIAMSON & CO. LIMITED

Passed on 6th September 1983

At an Extraordinary General Meeting of the above-named Company duly held at Sir John Lyon House 5 High Timber Street, London EC4V 3LD on 6th September 1983 the following resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

1. THAT the Articles of Association of the Company be amended by the insertion of a new Article 3.03 as follows:-

"Subject as provided by section 46 of the Companies Act 1981, the Company may purchase any of its own shares (including any of its redeemable shares) and, if it is a private company, make a payment in respect of the 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."

2. THAT this meeting hereby authorises and approves the terms of the contract ("the Contract") proposed to be made between the Company (1) and the Executors of George Clarke Whyte deceased (2) for the purchase by the Company of the 10,000 shares of £1 each of the Company registered in the name of the said George Clarke Whyte (a copy of which contract has been initialled by the Chairman of the Meeting for the purposes of identification).



R.B. Magor

Chairman



Company No:

1173126/40

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

(as in force on 6th September 1983).

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A) shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 3.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason

COMPANIES

26 SEP 1983

REGISTRATION OFFICE

dis there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right of dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

Regulation 5 of Table A shall not apply.

3.03 Subject as provided by section 46 of the Companies Act 1981, the Company may purchase any of its own shares (including any of its redeemable shares) and, if it is a private company, make a payment in respect of the 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.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.



#### TRANSFER OF SHARES

5. 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. Regulation 24 of Table A shall not apply.

#### MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

#### MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by

the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

#### PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulation 70 and 71 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall not be less than two nor more than ten.

9.02 The first Directors shall be Oswald James Roy, George Clarke Whyte and Richard Boycott Magor.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

## POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

## APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of sections 182 or 185 of the Companies Act 1948, or
- (b) becomes bankrupt, or

- (c) become incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as director, or
- (d) resigns his office by written notice to the Company, or
- (e) is served with written notice to resign signed by or on behalf of a member or members having the right to attend and vote at any general meeting and holding not less than 95 per cent. in nominal value of the shares giving that right.

11.02 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

#### ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his

appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

#### PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

#### NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the

expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

#### INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

O.J. Roy,  
Sir John Lyon House,  
5 High Timber Street,  
London, EC4V 3LD  
East India Merchant.

R.B. Magor,  
Sir John Lyon House,  
5 High Timber Street,  
London, EC4V 3LD  
East India Merchant.

---

DATED the 2nd day of May 1974

Witness to the above signatures:-

I.D.C. Burridge,  
Sir John Lyon House,  
5 High Timber Street,  
London EC4V 3LD.  
Chartered Accountant



## THE COMPANIES ACTS 1948 TO 1981

# A

## Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

Please do not  
write in this  
binding margin

Please complete  
legibly,  
preferably in  
black type, or  
bold block  
lettering

To the Registrar of Companies

For official use

Company number

47

1173126

Name of company

GEORGE WILLIAMSON &amp; CO. LIMITED

## NOTE

Please read  
notes 1 to 6  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end, is as shown below:

Day Month

3 0 0 6

† delete as  
appropriate

The current accounting reference period of the company is to be treated as ~~{shortened}~~  
[extended] † and ~~[is to be treated as having come to an end]~~ [will come to an end] † on

Day Month Year

3 0 0 6 1 9 8 6

See note 4 (c)  
and complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

‡ delete as  
appropriate

The company is a ~~[subsidiary]~~ [holding company] ‡ of  
SEE ATTACHED LIST

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is 30 JUNE

§ delete as  
appropriate

Signed *[Signature]* {Director} {Secretary} § Date 8 MAY 1985

Presantor's name, address and  
reference (if any):

I.D.C. Burridge  
Sir John Lyon House  
5 High Timber Street  
London EC4V 3LD

For official use  
General section



GEORGE WILLIAMSON & CO. LIMITED

SUBSIDIARY COMPANIES

<u>COMPANY</u>	<u>NUMBER</u>
FINETEA LIMITED	1736096
FINETEA FINANCE LIMITED	1318469
FINETEA SUPPLIERS LIMITED	1318752
SNELLING, ABSOLOMS & LAMPARD LIMITED	1318638
GEORGE WILLIAMSON TECHNICAL SERVICES LIMITED	1012806

**A**

Please do not  
write in this  
binding margin

Please complete  
legibly,  
preferably in  
black type, or  
bold block  
lettering

\*delete if  
inappropriate

**NOTE**

Please read  
notes 1 to 5  
overleaf before  
completing this  
form

†delete as  
appropriate

See note 4 (c)  
and complete if  
appropriate

‡delete as  
appropriate

§delete as  
appropriate

**THE COMPANIES ACTS 1948 TO 1980**

**Notice of new accounting reference  
date given during the course of an  
accounting reference period**

Pursuant to section 3 (1) of the Companies Act 1976

Form No. 3

**3**

To the Registrar of Companies

For official use

Company number

49

1173126

Name of company

GEORGE WILLIAMSON & Co. LIMITED  
Limited \*

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end, is as shown below:

Day Month  
3 1 1 2

The current accounting reference period of the company is to be treated as [shortened]  
[extended] † and [is to be treated as having come to an end] [will come to an end] † on

Day Month Year  
3 1 1 2 1 9 8 5

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company] ‡ of \_\_\_\_\_  
\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

Signed M. B. Smith [Director] [Secretary] § Date 9. 12. 1985

Presentor's name, address and  
reference (if any):

For official use  
General section

Post room



Company No. 1173126

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

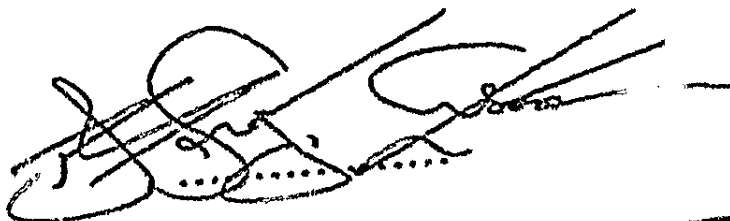
-of-

GEORGE WILLIAMSON & CO. LIMITED

At the Annual General Meeting of the Company held at the Registered Office of the Company, Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD, on the 25th day of May 1989 the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT: the Company's Articles of Association be altered by the adoption in the place and to the exclusion of the existing Articles of Association of new Articles of Association in the form set out in the document produced to the Meeting and for the purposes of identification initialled by the Chairman.



Director



GEORGE WILLIAMSON & CO. LIMITED

ANNUAL GENERAL MEETING TO BE  
HELD ON 25TH MAY 1989

PROPOSED NEW ARTICLES OF ASSOCIATION

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

(as adopted on 25th May 1989)

PRELIMINARY - PRIVATE COMPANY

1. The Company is a Private Company. The regulations of Table A shall apply to the Company so far as the same are not excluded or varied hereby. "Table A" means Table A set out in the Companies (Tables A-F) Regulations 1985 with such amendments as now are or may hereafter be made applicable to a Company limited by shares and registered without articles on 18th November 1959 and "the Act" means the Companies Act 1985.

SHARE CAPITAL AND SPECIAL RIGHTS

2. The shares of the Company for the time being unissued shall (subject to the prior consent of the members being given in accordance with the provisions of Sections 80 and 89 of the Act) be under the control of the Directors who may allot or otherwise dispose of the same to any member (but not otherwise) at such times and on such terms and conditions as they think fit and with full power to give any person the call of any shares either at par or at a premium, and for such time and for such consideration as the Directors think fit, but so that shares shall not be issued at a discount except in accordance with the Act.

3.01 Without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to

dividend, voting, return of share capital or otherwise as the Directors may from time to time determine, and any Preference Share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. Subject to the provisions of the Act, the redemption of such shares may be effected on such terms and in such manner as the Directors may from time to time determine. Regulations 2 and 3 of Table A shall not apply.

3.02 The Company shall comply with Section 128 of the Act (Registration of particulars of special rights) whenever required to do so under that Section following an allotment of shares with unpublished rights.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted.

#### TRANSFER OF SHARES

5.01 No shares (or any beneficial interest therein) may be transferred save in accordance with the provisions of this Article 5. Regulation 24 of Table A shall have effect subject to the provisions of this Article.

5.02 In this Article 5, the expressions:-

"Lineal Descendant" shall mean any lineal descendant (including descent to or through an adopted child) of Richard Boycott Magor or Patrick Gillem Sandys-Lumsdaine;

"Family Member" shall mean Richard Boycott Magor, Julia Margaret Tooth Magor, Patrick Gillem Sandys-Lumsdaine or a Lineal Descendant;

"Family Transfer" shall mean any transfer or transmission of shares to a Family Member as beneficial owner; or any transfer or transmission of shares to trustees or personal representatives upon trusts whereunder no person is or may be the ultimate beneficiary in remainder who is not a Family Member;

"Close Family Transfer" shall mean a Family Transfer where the transferee is a parent, child or grandchild of the transferor;

"Prescribed Price" shall mean:-

- (i) such initial price ("Initial Price") to be fixed, insofar as possible during the period of thirty days after the date on which the transfer notice was given, by agreement between the vendor and the Directors, or, in case of difference, by certification by the Auditors of the Company for the time being (acting as experts) of the fair arms-length value of the said shares having regard, inter alia, to the proportion of the Company's issued share capital represented by the said shares; and
- (ii) in the event that a general offer for all or any of the equity share capital of the Company shall be made within the period of two years after the giving or deemed giving of a transfer notice to which the provisions of Article 5.04 below apply (for which purposes the publication of a Scheme of Arrangement under the Act to the like effect shall be deemed to be the making of an offer) and the right to cast more than 50 per cent. of the votes which may ordinarily be cast on a poll at a General Meeting of the Company has or will become vested in the offeror and/or persons acting in concert with the offeror, such additional price ("Additional Price") as shall be certified by the Auditors of the Company for the time being (acting as experts) as being equal to half the amount by which the price payable under the general offer (as amended, if appropriate) shall exceed the Initial Price.

5.03 Subject to the provisions of these Articles, the Directors shall register a duly executed Family Transfer of fully paid shares in the event that such Family Transfer consists of:-

- (i) a gift inter vivos or a transmission on death or bankruptcy; or
- (ii) a Close Family Transfer.



5.04 Except in the case of a transfer of shares expressly authorised by Article 5.03 above, the right to transfer fully paid shares shall be subject to the following restrictions namely:-

- (i) Every member who desires to transfer any share or shares (hereinafter called "the vendor") shall give the Company notice in writing of such desire (hereinafter called "the transfer notice"). The transfer notice shall constitute the Company the vendor's agent for the sale of all of the shares specified in the transfer notice (hereinafter called "the said shares") at the Prescribed Price and shall not be revocable except with the consent of the Directors;
- (ii) All shares included in any transfer notice shall by notice in writing be offered by the Company first to all members (other than the member to whose shares the transfer notice relates) who are Family Members for purchase at the Prescribed Price on the terms that in case of competition the shares so offered shall (in accordance with but subject to the provisions of the next following paragraph) be sold to the acceptors in proportion (as nearly as may be without involving fractions or increasing the number sold to any member beyond that applied for by him) to their existing holdings of shares in the Company. Such offer shall limit a time (not being less than twenty-one days) within which it must be accepted or in default will lapse.
- (iii) If the Company shall within sixty days after the giving or deemed giving of the transfer notice find members who are Family Members (hereinafter called "Purchasers") to purchase the said shares and give notice in writing thereof to the vendor he shall be bound, upon payment of the Initial Price and on the Purchasers giving irrevocable undertakings in terms specified, in case of difference, by the Company to pay the Additional Consideration within ten days after payment becomes due under the general offer concerned, to transfer such shares to the respective Purchasers. Every such notice shall state the name and address of the Purchaser and the number of shares agreed to be purchased by him and the purchase shall be completed at a place and time to be

appointed by the Directors not being less than three days nor more than ten days after the date of such notice.

- (iv) If the Company shall fail to find Purchasers in accordance with sub-paragraph (iii) above, the Directors shall forthwith convene an Extraordinary General Meeting at which it shall be proposed as a special resolution that the Company should purchase the said shares at the Prescribed Price. If such resolution is passed such purchase shall be completed as provided in this Article 5.04.
- (v) If such resolution is not passed the Company may sell or dispose of all but not part of the said shares at the Prescribed Price to any Family Member within thirty days following the date of the Extraordinary General Meeting and such sale shall be completed as provided in this Article 5.04.
- (vi) If the vendor shall fail or refuse to transfer any shares to a purchaser hereunder the Directors may authorise some person to execute and deliver on his behalf the necessary transfer and the Company may receive the purchase money in trust for the vendor and cause the purchaser to be registered as the holder of such shares. The receipt of the Company for the purchase money shall be a good discharge to the purchaser (who shall not be bound to see to the application thereof) and after the purchaser has been registered in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

5.05 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of partly paid shares or treat any transfer of partly paid shares (other than a Family Transfer otherwise complying with the provisions of Article 5.03 above) as a transfer notice, in which latter event the provisions of Article 5.04 above shall apply accordingly.

5.06 Any direction, whether by way of renunciation, nomination or otherwise, by a person 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 5 be deemed to constitute a transfer of the share or shares comprised in such direction and (save for a deemed Family Transfer complying with the provisions of Article 5.03 above) shall be deemed to constitute a transfer notice, in which event the provisions of Article 5.04 above shall apply accordingly.

5.07 A person becoming entitled to a share by reason of the death or bankruptcy of a member (other than by way of a Family Transfer) shall be deemed to have given a transfer notice comprising all the shares to which he has so become entitled, in which event the provisions of Article 5.04 above shall apply accordingly.

5.08 A transfer, sale or other disposal of any beneficial interest in shares other than in a manner provided for in this Article 5 shall be treated as constituting a transfer notice in respect of the shares concerned and the provisions of Article 5.04 above shall apply accordingly.

#### MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. An. such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

#### MEETINGS

7.01 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 46 of Table A shall be modified accordingly.

7.02 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman

of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 58 of Table A shall not apply.

#### PROXIES

An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 60 and 61 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall not be less than two nor more than ten.

9.02 The office of any Director shall be vacated if the Director:-

- (a) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- (b) becomes bankrupt; or
- (c) is, or may be, suffering from mental disorder and either -
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) resigns his office by written notice to the Company; or
- (e) is served with written notice to resign signed by or on behalf of a majority of members having the right to attend and vote at any

General Meeting and holding not less than 75 per cent. in nominal value of the shares giving that right.

Regulation 81 of Table A shall not apply.

9.03 The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, which Director shall hold office subject to reappointment at the next following annual general meeting in accordance with regulation 79 of Table A. The Company by ordinary resolution may also at any time and from time to time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the Board. Regulations 73 to 78 inclusive and 80 of Table A shall not apply.

9.04 The Directors may grant to any Director required to exercise any special executive or other duties or make any special exertions for the purposes of the Company such special remuneration, with travelling, hotel and other expenses, for the services rendered as the Directors think proper and such remuneration may be either in addition to or in substitution for the remuneration provided under or pursuant to regulation 82 of Table A.

9.05 A Director who has declared the nature of his interest in a contract or proposed contract in accordance with section 317 of the Act, shall be entitled to vote in respect of such contract or proposed contract and if he does so vote his vote shall be counted, and he may be taken into account in ascertaining whether a quorum is present; and regulation 94 of Table A shall have effect subject to the provisions of this Article.

9.06 No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age, and Article 9.02(a) shall have effect subject to the provisions of this Article.

#### NOTICES

10. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to

him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 112 of Table A shall not apply.

#### INFORMATION

11. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof.

**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number


1173126

Name of company

\*Insert full name of company

**GEORGE WILLIAMSON & Co. LIMITED**

**Note**  
Please read notes 1 to 5 overleaf before completing this form

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	1	0	3
---	---	---	---

†Delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3	1	0	3	1	9	9	1
---	---	---	---	---	---	---	---

See note 4c and complete as appropriate

The company is a [subsidiary] [holding company]† of WILLIAMSON TEA HOLDINGS plc

, company number 826679

the accounting reference date of which is 31 MARCH

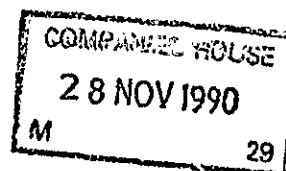
Signed [Signature] [Director] [Secretary]† Date 27 November 1990

Presentor's name, address and reference (if any):

**GEORGE WILLIAMSON & CO. LIMITED,  
SIR JOHN LYON HOUSE  
5 HIGH TIMBER STREET  
LONDON, EC4V 3LD**

For official use  
General Section

Post room



MICHAEL ROBERT MATHEWS

of Royex House, Aldermanbury Square, London EC2V 7LD

(a) Here Insert:  
A Solicitor of the  
Supreme Court (or  
in Scotland a  
Solicitor) engaged  
in the formation  
or  
A person named  
in the Articles of  
Association as a  
Director or  
Secretary.

Do solemnly and sincerely declare that I am (a) a solicitor of the

Supreme Court engaged in the formation

of GEORGE WILLIAMSON & CO.

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 1835.

Declared at Royex House,

Aldermanbury Square,

London EC2V 7LD

the 2<sup>nd</sup> day of May

one thousand nine hundred and

seventy-four

*N.R. Hall*

Before me,

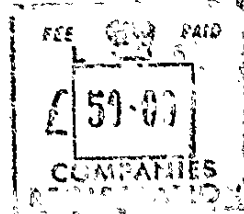
*Lawrence C. Jones*

(b) Or  
Notary Public or  
Justice of the  
Peace as the case  
may be.

A Commissioner for Oaths (b)



87997/10  
1173126/3



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED ✓

1. The name of the Company is George Williamson & Co. 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 act as secretaries, managers, registrars or transfer agents for any other company.
  - (B) To buy, sell dispose of and deal in tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not either in its prepared, manufactured or raw state and either by wholesale or retail.
  - (C) To act in Great Britain or any part of the world as agents, representatives or employees of any company or person for the sale, purchase, hiring, exchange, receipt, storing, dispatch, shipment and



carriage of any goods, articles, things, or produce of any description or for any purpose whatsoever, upon such terms as may be thought expedient, and generally to carry on the business of warehousemen, shipbrokers, shipping agents, chartering agents, freight contractors, paying agents, forwarding agents and distributors, purchasing agents, manufacturers' agents, brokers, commission agents, and salesmen in all their respective branches.

(D) To undertake and carry on any business transaction or operation commonly undertaken or carried on by importers, exporters, general dealers or merchants, bankers, financial agents, guarantors, company promoters, underwriters, and concessionaries.

(E) To undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value or facilitate the realisation of or render profitable any of the Company's property or rights.

(F) To acquire and hold either in the name of the Company or in that of any nominee shares, stock, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Company wherever incor-

porated or carrying on business and debentures, debenture stock, bonds, notes obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal local or otherwise in any part of the world, and from time to time to vary any such investments.

(G) To acquire any such shares, stock, debentures, debenture stocks, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligation or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.

(H) To plant, grow, cultivate and produce, tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not, and to prepare, manufacture and render marketable any such produce.

(I) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which the Company may consider capable of being conveniently dealt with by the Company in connection with any of its objects.

(J) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery as the Company may consider necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(K) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may consider necessary or convenient for the purposes of its business.

(L) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(M) To purchase, subscribe for or otherwise

acquire and hold and deal with any shares, stocks or securities of any other company.

(N) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business within the objects of the Company and to conduct and carry on, or liquidate and wind up, any such business.

(O) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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 agree.

(P) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may agree and to hold, deal with or dispose of any consideration so received.

(Q) To issue, place, underwrite, or guarantee

the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as the Company may agree.

(R) To borrow or raise money upon such terms and on such security as the Company may consider expedient and particularly by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(S) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance

of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company.

(T) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as the Company may consider expedient and to dispose of or vary any such investments or securities.

(U) To lend money or give credit to such persons, firms or companies and on such terms as the Company may consider expedient and to receive money on deposit or loan from any person, firm or company.

(V) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

(W) To take all necessary and proper steps in Parliament or with any government or authority,

international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(X) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Company may consider to be capable of being conducted so as directly or indirectly to benefit the Company.

(Y) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors) employees or ex-employees of the Company or of any company which is or was a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company or of any person firm or company who (or whose predecessors or successors in business) were at any time associated in business with the Company or any such subsidiary company or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support



or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes which the Company may consider to be calculated to benefit such persons.

(Z) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(AA) To undertake and execute any trusts the undertaking whereof the Company may consider to be desirable, and either gratuitously or otherwise.

(BB) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as the Company may agree.

(CC) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which the Company may consider calculated to benefit the Company directly or indirectly.

(DD) To remunerate in such manner as the Company may consider expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(EE) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other

transferable or negotiable instruments.

(FF) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(GG) To procure the Company to be registered in any country or place outside Great Britain.

(HH) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(II) To do all such other things as the Company may consider incidental or conducive to the attainment of the above objects or any of them.

(JJ) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed

to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £100. ✓  
divided into 100 shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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 (in  
words)

---

*J. S. Lyon*

One

SIR JOHN LYON HOUSE  
5 HIGH TIMBER STREET  
LONDON  
EC4V 3LD  
EAST INDIA MERCHANT

*M. Lyon*

One

SIR JOHN LYON HOUSE  
5 HIGH TIMBER STREET  
LONDON  
EC4V 3LD  
EAST INDIA MERCHANT

---

DATED the 9th day of May 1974

✓

Witness to the above Signatures:-

*W. J. Smith*

SIR JOHN LYON HOUSE  
5 HIGH TIMBER STREET  
LONDON  
EC4V 3LD

CHARTERED ACCOUNTANT 12.

1173126/44

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

PRELIMINARY -- PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF  
RIGHTS

- 3.01 If any such separate general Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present

and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "{other than fully paid shares}" shall be omitted.

#### TRANSFER OF SHARES

5. 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. Regulation 24 of Table A shall not apply.

## MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

## MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at

the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

#### PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall be not less than two nor more than ten.

9.02 The first Directors shall be Oswald James Roy, George Clark Whyte and Richard Boycott Magor.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

#### POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the



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Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of sections 182 or 185 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as director, or
- (d) resigns his office by written notice to the Company, or
- (e) is served with written notice to resign signed by or on behalf of a member or

members having the right to attend and vote at any general meeting and holding not less than 95 per cent in nominal value of the shares giving that right.

11.02 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply. .

#### ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or

all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

#### PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual

as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

#### NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

#### INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act

1965 or any statutory modification or re-enactment thereof.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

D. S. Zang  
Sir John Lyon House  
5, High Timber Street  
London EC4V 3LD  
East India Merchant

Haralund  
Sir John Lyon House,  
5, High Timber Street  
London EC4V 3LD  
East India Merchant

---

DATED the 2nd day of May 1974 ✓

Witness to the above signatures:-

W. J. J. J.  
Sir John Lyon House  
5, High Timber Street,  
London EC4V 3LD  
Chartered Accountant



## CERTIFICATE OF INCORPORATION

No. 1173125

I hereby certify that

**GEORGE WILLIAMSON & CO. LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 7th June 1974

*N Taylor*  
N. TAYLOR

Assistant Registrar of Companies

No. 1173126

71 20

THE COMPANIES ACTS 1948 TO 1967

ORDINARY RESOLUTION

OF

GEORGE WILLIAMSON & CO. LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Sir John Lyon House, 5, High Timber Street, London, EC4V 3LD on 11th December, 1974 the following resolution was duly passed.

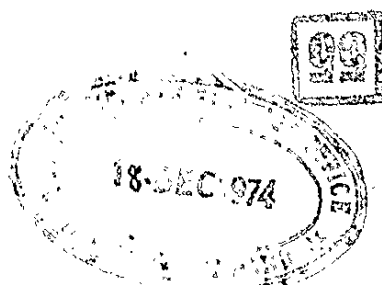
ORDINARY RESOLUTION

THAT the authorised capital of the Company be increased to £250,000 by the creation of 249,900 new shares of £1 each in the capital of the Company, such new shares to rank pari passu in all respects with the existing shares in the capital of the Company.

*McBumid*

Secretary.

16th December, 1974.





No. of Company 1175126**THE COMPANIES ACTS 1948 to 1967****Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

71 20

Insert name  
of Company;  
delete "Limited"  
if not applicable

GEORGE WILLIAMSON &amp; CO.

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a<sup>†</sup> Ordinary Resolution of the Company dated the  
11th day of December 1974 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 249,900  
beyond the registered capital of £ 100

The additional capital is divided as follows:—

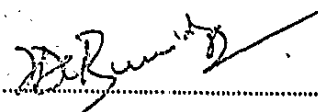
Number of Shares	Class of Share	Nominal amount of each share
249,900	Ordinary	£1.00

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:—

If any of the new  
shares are  
Preference Shares  
state whether they  
are redeemable or  
not. If this space is  
insufficient the  
conditions should  
be set out  
separately by way  
of annexure.

The new shares are to rank pari passu with  
the existing shares in the capital of the  
Company.

Signature

State whether Director)  
or Secretary)

Secretary

Dated the 16th day of December, 1974.

Presented by

Presentor's Reference JG. 4697/RHB

Coward Chance,

Royex House,

Aldermanbury Square,

London, EC2V 7LD.

(see notes overleaf)

1173126

10

THE COMPANIES ACTS 1948 TO 1967

75

20

COMPANY LIMITED BY SHARES

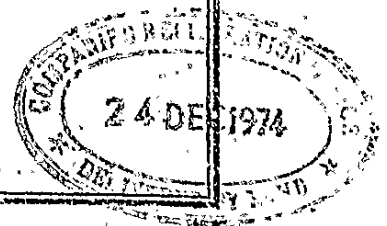
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**Memorandum**  
AND  
**Articles of Association**  
OF

GEORGE WILLIAMSON & CO. LIMITED

---

COWARD CHANCE  
ROYEX HOUSE  
ALDERMANBURY SQUARE  
LONDON EC2V 7LD



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

1. The name of the Company is George Williamson & Co. 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 act as secretaries, managers, registrars or transfer agents for any other company.
  - (B) To buy, sell dispose of and deal in tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not either in its prepared, manufactured or raw state and either by wholesale or retail.
  - (C) To act in Great Britain or any part of the world as agents, representatives or employees of any company or person for the sale, purchase, hiring, exchange, receipt, storing, dispatch, shipment and

carriage of any goods, articles, things, or produce of any description or for any purpose whatsoever, upon such terms as may be thought expedient, and generally to carry on the business of warehousemen, shipbrokers, shipping agents, chartering agents, freight contractors, paying agents, forwarding agents and distributors, purchasing agents, manufacturers' agents, brokers, commission agents, and salesmen in all their respective branches.

(D) To undertake and carry on any business transaction or operation commonly undertaken or carried on by importers, exporters, general dealers or merchants, bankers, financial agents, guarantors, company promoters, underwriters, and concessionallists.

(E) To undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value or facilitate the realisation of or render profitable any of the Company's property or rights.

(F) To acquire and hold either in the name of the Company or in that of any nominee shares, stock, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Company wherever incor-

porated or carrying on business and debentures, debenture stock, bonds, notes obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal local or otherwise in any part of the world, and from time to time to vary any such investments.

(G) To acquire any such shares, stock, debentures, debenture stocks, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligation or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.

(H) To plant, grow, cultivate and produce, tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not, and to prepare, manufacture and render marketable any such produce.

(I) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which the Company may consider capable of being conveniently dealt with by the Company in connection with any of its objects.

(J) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery as the Company may consider necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(K) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may consider necessary or convenient for the purposes of its business.

(L) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(M) To purchase, subscribe for or otherwise

acquire and hold and deal with any shares, stocks or securities of any other company.

(N) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business within the objects of the Company and to conduct and carry on, or liquidate and wind up, any such business.

(O) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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 agree.

(P) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may agree and to hold, deal with or dispose of any consideration so received.

(Q) To issue, place, underwrite, or guarantee

the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as the Company may agree.

(R) To borrow or raise money upon such terms and on such security as the Company may consider expedient and particularly by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(S) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance



of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company.

(T) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as the Company may consider expedient and to dispose of or vary any such investments or securities.

(U) To lend money or give credit to such persons, firms or companies and on such terms as the Company may consider expedient and to receive money on deposit or loan from any person, firm or company.

(V) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

(W) To take all necessary and proper steps in Parliament or with any government or authority,

international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(X) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Company may consider to be capable of being conducted so as directly or indirectly to benefit the Company.

(Y) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors) employees or ex-employees of the Company or of any company which is or was a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company or of any person firm or company who (or whose predecessors or successors in business) were at any time associated in business with the Company or any such subsidiary company or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support

or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes which the Company may consider to be calculated to benefit such persons.

(Z) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(AA) To undertake and execute any trusts the undertaking whereof the Company may consider to be desirable, and either gratuitously or otherwise.

(BB) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as the Company may agree.

(CC) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which the Company may consider calculated to benefit the Company directly or indirectly.

(DD) To remunerate in such manner as the Company may consider expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(EE) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other

transferable or negotiable instruments.

(FF) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(GG) To procure the Company to be registered in any country or place outside Great Britain.

(HH) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(II) To do all such other things as the Company may consider incidental or conducive to the attainment of the above objects or any of them.

(JJ) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed

to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £100 divided into 100 shares of £1 each. \*

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

11.

\* By an Ordinary Resolution passed on 11th December, 1974, the authorised share capital of the Company was increased to £250,000 by the creation of 249,900 new shares of £1 each in the capital of the Company such new shares to rank pari passu in all respects with the existing shares in the capital of the Company.

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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
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O.J. Roy,	One
Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD East India Merchant	

R.B. Magor,	One
Sir John Lyon House, 5 High Timber Street, London EC4V 3LD East India Merchant	

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DATED the 2nd day of May 1974

Witness to the above Signatures:-

I.D.C. Burridge,  
Sir John Lyon House, 5 High Timber Street,  
London, EC4V 3LD. Chartered Accountant

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

*Stat Private*

ARTICLES OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

PRELIMINARY - PRIVATE COMPANY

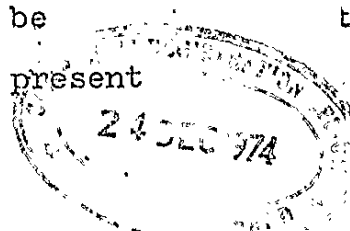
1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof

SHARE CAPITAL AND VARIATION OF  
RIGHTS

3.01 If any such separate general Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present



and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

5. 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. Regulation 24 of Table A shall not apply.



## MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

## MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at

the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

#### PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall be not less than two nor more than ten.

9.02 The first Directors shall be Oswald James Roy, George Clark Whyte and Richard Boycott Magor.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

#### POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the

Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of sections 182 or 185 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as director, or
- (d) resigns his office by written notice to the Company, or
- (e) is served with written notice to resign signed by or on behalf of a member or

members having the right to attend and vote at any general meeting and holding not less than 95 per cent in nominal value of the shares giving that right.

11.02 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

#### ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or

all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

#### PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual

as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

#### NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

#### INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act

1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

O.J. Roy,  
Sir John Lyon House, 5 High Timber Street,  
London, EC4V 3LD.  
East India Merchant

R.B. Magor,  
Sir John Lyon House, 5 High Timber Street,  
London, EC4V 3LD.  
East India Merchant

---

DATED the 2nd day of May 1974.

Witness to the above signatures:-

I.D.C. Burridge,  
Sir John Lyon House, 5 High Timber Street,  
London, EC4V 3LD.  
Chartered Accountant



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

## Special Resolution

OF

**GEORGE WILLIAMSON & CO. LIMITED**

(Passed the 19th day of October, 1977)

At an Extraordinary General Meeting of George Williamson & Co. Limited held on the Nineteenth day of October, 1977 the following Resolution was duly passed as a Special Resolution:—

### RESOLUTION

“That the provisions of the Memorandum of Association of the Company with respect to its objects be altered by adding in clause 3 the following new paragraphs (C) and (D) and by redesignating the remaining paragraphs accordingly:—

- (C) To acquire hold and trade in and to enter into contracts of any description in respect of goods wares merchandise chattels commodities and metals of any description on such terms whether as to payment delivery or otherwise as may be thought fit.
- (D) To enter into carry on and participate in financial transactions and operations of all kinds and to take all steps which may be considered necessary and/or expedient for carrying into effect such transactions and operations including, but without limiting the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.”

CHAIRMAN.

Company No. 1173126 / 23

THE COMPANIES ACTS 1948 TO 1967

SPECIAL RESOLUTION

of

GEORGE WILLIAMSON & CO. LIMITED

Passed on 28th November 1977

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD on 28th November, 1977 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

"That the Memorandum of Association of the Company be altered with respect to its objects by deleting the existing Clause 3 thereof and substituting therefor the new Clause 3 set out in the print of the revised Memorandum of Association of the Company now produced to the Meeting and for the purpose of identification signed by the Chairman thereof."

*William*

Chairman



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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

1. The name of the Company is George Williamson & Co. 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 act as secretaries, managers, registrars or transfer agents for any other company. ✓

(B) To buy, sell, dispose of and deal in tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not either in its prepared, manufactured or raw state and either by wholesale or retail.

(C) To acquire, hold and trade in and to enter into contracts of any description in respect of goods, wares, merchandise, chattels, commodities and metals of any description on such terms whether as to payment, delivery or

\* As amended by a Special Resolution of the Company dated 28th November 1977.

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otherwise as may be thought fit.

(D) To enter into, carry on and participate in financial transactions and operations of all kinds and to take all steps which may be considered necessary and/or expedient for carrying into effect such transactions and operations including, but without limiting the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.

(E) To acquire by purchase or otherwise and to manufacture, assemble or produce, plant, equipment, machines and machinery rigs, structures, scaffolding, vehicles, water-borne and air-borne craft, apparatus, tools, appliances, computers and computer equipment, accessories, goods and materials of every sort and kind and to make the same available on lease, hire, hire-purchase or in any other manner whatsoever to those who have need of the same, and otherwise to utilise the same for the benefit or advantage of the Company.

(F) To carry on the business of investing in, dealing in and restoring antiques, objets d'art, glassware, orders, campaign and other medals, regalia, weaponry, coins, books, prints, pictures, postage and other stamps, postcards and other items of whatsoever kind which the Company considers it may conveniently invest in, deal in, or restore.

(G) To carry on the business of farming in all its branches including (without limitation) the businesses of

- (a) dairymen and the manufacture and sale by wholesale or retail of cheese, butter, condensed milk and every form of tinned milk or milk sold

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in special containers or of a special grade or quality.

- (b) arable and fruit farmers, millers and manufacturers of cereal products and the sale by wholesale or retail of flour, fruit and all cereal or farm products.
- (c) live stock breeders of every variety of animal whether bred as pedigree stock or for the purpose of its sale as meat, poultry, hides or fur.
- (d) poultry farmers including the erection or purchase of broiler houses and the sale by wholesale or retail of live and dead poultry and of eggs.
- (e) timber growers and the sale of timber and trees of every kind.
- (f) the manufacture and sale by wholesale or retail of egg powders, powdered milk and all other products of farm produce.
- (g) horticulturalists and seed merchants.
- (H) To act in Great Britain or any part of the

world as agents, representatives or employees of any company or person for the sale, purchase, hiring, exchange, receipt, storing, dispatch, shipment and carriage of any goods, articles, things, or produce of any description or for any

purpose whatsoever, upon such terms as may be thought expedient, and generally to carry on the business of warehousemen, shipbrokers, shipping agents, chartering agents, freight contractors, paying agents, forwarding agents and distributors, purchasing agents, manufacturers' agents, brokers, commission agents, and salesmen in all their respective branches.

(I) To undertake and carry on any business transaction or operation commonly undertaken or carried on by importers, exporters, general dealers or merchants, bankers, financial agents, guarantors, company promoters, underwriters, and concessionaries.

(J) To undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to carry on any other business which may seem to be capable of being conveniently carried on or calculated directly or indirectly to enhance the value or facilitate the realisation of or render profitable any of the Company's property or rights.

(K) To acquire and hold either in the name of the Company or in that of any nominee shares, stock, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Company wherever incor-

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porated and carrying on business, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal local or otherwise in any part of the world, and from time to time to vary any such investments.

(L) To acquire any such shares, stock, debentures, debenture stocks, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligation or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.

(M) To plant, grow, cultivate and produce, tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not, and to prepare, manufacture and render marketable any such produce.

(N) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which the Company may consider capable of being conveniently dealt with by the Company.

(O) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery or to join with any person, firm or company in doing any of the things aforesaid.

(P) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges.

(Q) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(R) To purchase, subscribe for or otherwise

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s  
acquire and hold and deal with any shares, stocks or securities of any other company.

(S) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business and to conduct and carry on, or liquidate and wind up, any such business.

(T) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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 agree.

(U) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may agree and to hold, deal with or dispose of any consideration so received.

(V) To issue, place, underwrite, or guarantee

the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as the Company may agree.

(W) To borrow or raise money upon such terms and on such security as the Company may consider expedient and particularly by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(X) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance

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of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company.

(Y) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as the Company may consider expedient and to dispose of or vary any such investments or securities.

(Z) To lend money or give credit to such persons, firms, or companies and on such terms as the Company may consider expedient and to receive money on deposit or loan from any person, firm or company.

(AA) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

(BB) To take all necessary and proper steps in Parliament or with any government or authority,

international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(CC) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Company may consider to be capable of being conducted so as directly or indirectly to benefit the Company.

(DD) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors) employees or ex-employees of the Company or of any company which is or was a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company or of any person firm or company who (or whose predecessors or successors in business) were at any time associated in business with the Company or any such subsidiary company or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support

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or aid in the establishment and support of associations institutions, clubs, funds, trusts and schemes which the Company may consider to be calculated to benefit such persons.

(EE) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(FF) To undertake and execute any trusts the undertaking whereof the Company may consider to be desirable, and either gratuitously or otherwise.

(GG) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as the Company may agree.

(HH) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which the Company may consider calculated to benefit the Company directly or indirectly.

(II) To remunerate in such manner as the Company may consider expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(JJ) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other

transferable or negotiable instruments.

(KK) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(LL) To procure the Company to be registered in any country or place outside Great Britain.

(MM) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(NN) To do all such other things as the Company may consider incidental or conducive to the attainment of the above objects or any of them.

(OO) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed

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to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.
5. The share capital of the Company is £250,000 divided into 250,000 shares of £1 each.\*
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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original share capital of the Company was £100 divided into 100 shares of £1 each. By an Ordinary Resolution passed on 11th December 1974 the authorised share capital was increased to £250,000 by the creation of 249,900 new shares of £1 each such new shares to rank pari passu in all respects with the existing shares in the capital of the Company.

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.

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber (in  
words)

---

O.J. Roy,  
Sir John Lyon House, 5 High Timber  
Street, London, EC4V 3LD  
East India Merchant

One

R.B. Magor,  
Sir John Lyon House, 5 High Timber  
Street, London, EC4V 3LD  
East India Merchant

One

---

DATED the 2nd day of May 1974

Witness to the above Signatures:-

I.D.C. Burrridge,  
Sir John Lyon House, 5 High Timber  
Street, London, EC4V 3LD  
Chartered Accountant



Company No. 1173126

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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

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**Memorandum**  
AND  
**Articles of Association**  
OF  
GEORGE WILLIAMSON & CO. LIMITED

---

COWARD CHANCE  
ROYEX HOUSE  
ALDERMANBURY SQUARE  
LONDON EC2V 7LD



[ ARMS 7

CERTIFICATE OF INCORPORATION

No. 1173126

I hereby certify that

GEORGE WILLIAMSON & CO. LIMITED

is this day incorporated under the Companies Acts 1948  
to 1967 and that the Company is Limited.

Given under my hand at London the 7th June 1974

N. TAYLOR  
Assistant Registrar of  
Companies

Company No. 1 73126

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

of

GEORGE WILLIAMSON & CO. LIMITED

Passed on 28th November 1977

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD on 28th November, 1977 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

"That the Memorandum of Association of the Company be altered with respect to its objects by deleting the existing Clause 3 thereof and substituting therefor the new Clause 3 set out in the print of the revised Memorandum of Association of the Company now produced to the Meeting and for the purpose of identification signed by the Chairman thereof."

R. B. Magor

Chairman

Company No: 1173126

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

1. The name of the Company is George Williamson & Co. 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 act as secretaries, managers, registrars or transfer agents for any other company. ✓

(B) To buy, sell, dispose of and deal in tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not either in its prepared, manufactured or raw state and either by wholesale or retail.

(C) To acquire, hold and trade in and to enter into contracts of any description in respect of goods, wares, merchandise, chattels, commodities and metals of any description on such terms whether as to payment, delivery or

\* As amended by a Special Resolution of the Company dated 28th November 1977.

otherwise as may be thought fit.

(D) To enter into, carry on and participate in financial transactions and operations of all kinds and to take all steps which may be considered necessary and/or expedient for carrying into effect such transactions and operations including, but without limiting the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.

(E) To acquire by purchase or otherwise and to manufacture, assemble or produce, plant, equipment, machines and machinery rigs, structures, scaffolding, vehicles, water-borne and air-borne craft, apparatus, tools, appliances, computers and computer equipment, accessories, goods and materials of every sort and kind and to make the same available on lease, hire, hire-purchase or in any other manner whatsoever to those who have need of the same, and otherwise to utilise the same for the benefit or advantage of the Company.

(F) To carry on the business of investing in, dealing in and restoring antiques, objets d'art, glassware, orders, campaign and other medals, regalia, weaponry, coins, books, prints, pictures, postage and other stamps, postcards and other items of whatsoever kind which the Company considers it may conveniently invest in, deal in, or restore.

(G) To carry on the business of farming in all its branches including (without limitation) the businesses of

(a) dairymen and the manufacture and sale by wholesale or retail of cheese, butter, condensed milk and every form of tinned milk or milk sold

in special containers or of a special grade or quality.

- (b) arable and fruit farmers, millers and manufacturers of cereal products and the sale by wholesale or retail of flour, fruit and all cereal or farm products.
- (c) live stock breeders of every variety of animal whether bred as pedigree stock or for the purpose of its sale as meat, poultry, hides or fur.
- (d) poultry farmers including the erection or purchase of broiler houses and the sale by wholesale or retail of live and dead poultry and of eggs.
- (e) timber growers and the sale of timber and trees of every kind.
- (f) the manufacture and sale by wholesale or retail of egg powders, powdered milk and all other products of farm produce.
- (g) horticulturalists and seed merchants.
- (H) To act in Great Britain or any part of the world as agents, representatives or employees of any company or person for the sale, purchase, hiring, exchange, receipt, storing, dispatch, shipment and carriage of any goods, articles, things, or produce of any description or for any

purpose whatsoever, upon such terms as may be thought expedient, and generally to carry on the business of warehousemen, shipbrokers, shipping agents, chartering agents, freight contractors, paying agents, forwarding agents and distributors, purchasing agents, manufacturers' agents, brokers, commission agents, and salesmen in all their respective branches.

(I) To undertake and carry on any business transaction or operation commonly undertaken or carried on by importers, exporters, general dealers or merchants, bankers, financial agents, guarantors, company promoters, underwriters, and concessionallists.

(J) To undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to carry on any other business which may seem to be capable of being conveniently carried on or calculated directly or indirectly to enhance the value or facilitate the realisation of or render profitable any of the Company's property or rights.

(K) To acquire and hold either in the name of the Company or in that of any nominee shares, stock, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Company wherever incor-

porated and carrying on business, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal local or otherwise in any part of the world, and from time to time to vary any such investments.

(L) To acquire any such shares, stock, debentures, debenture stocks, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligation or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.

(M) To plant, grow, cultivate and produce, tea, coffee, cocoa, cinchona, rubber, sisal, cotton, tobacco and other produce whether similar to the foregoing or not, and to prepare, manufacture and render marketable any such produce.



(N) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which the Company may consider capable of being conveniently dealt with by the Company.

(O) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery or to join with any person, firm or company in doing any of the things aforesaid.

(P) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges.

(Q) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(R) To purchase, subscribe for or otherwise

acquire and hold and deal with any shares, stocks or securities of any other company.

(S) To purchase or otherwise acquire all or any part of the business, property and liabilities of any person, firm or company carrying on any business and to conduct and carry on, or liquidate and wind up, any such business.

(T) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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 agree.

(U) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may agree and to hold, deal with or dispose of any consideration so received.

(V) To issue, place, underwrite, or guarantee

the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as the Company may agree.

(W) To borrow or raise money upon such terms and on such security as the Company may consider expedient and particularly by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(X) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance

of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company.

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(AA) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.

(BB) To take all necessary and proper steps in Parliament or with any government or authority,

international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(CC) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Company may consider to be capable of being conducted so as directly or indirectly to benefit the Company.

(DD) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors) employees or ex-employees of the Company or of any company which is or was a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company or of any person firm or company who (or whose predecessors or successors in business) were at any time associated in business with the Company or any such subsidiary company or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support

or aid in the establishment and support of associations institutions, clubs, funds, trusts and schemes which the Company may consider to be calculated to benefit such persons.

(EE) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(FF) To undertake and execute any trusts the undertaking whereof the Company may consider to be desirable, and either gratuitously or otherwise.

(GG) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as the Company may agree.

(HH) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which the Company may consider calculated to benefit the Company directly or indirectly.

(II) To remunerate in such manner as the Company may consider expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(JJ) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other

transferable or negotiable instruments.

(KK) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(LL) To procure the Company to be registered in any country or place outside Great Britain.

(MM) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(NN) To do all such other things as the Company may consider incidental or conducive to the attainment of the above objects or any of them.

(OO) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed

to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The share capital of the Company is £250,000 divided into 250,000 shares of £1 each.\*

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

The original share capital of the Company was £100 divided into 100 shares of £1 each. By an Ordinary Resolution passed on 11th December 1974 the authorised share capital was increased to £250,000 by the creation of 249,900 new shares of £1 each such new shares to rank pari passu in all respects with the existing shares in the capital of the Company.



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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
---	---

---

O.J. Roy, Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD East India Merchant	One
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R.B. Magor, Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD East India Merchant	One
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DATED the 2nd day of May 1974

Witness to the above Signatures:-

I.D.C. Burridge,  
Sir John Lyon House, 5 High Timber  
Street, London, EC4V 3LD  
Chartered Accountant

Company No: 1173126

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A) shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

3.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason

of there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right of dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11. of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

5. 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. Regulation 24 of Table A shall not apply.

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## MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

## MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have

been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

#### PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall not be less than two nor more than ten.

9.02 The first Directors shall be Oswald James Roy, George Clark Whyte and Richard Boycott Magor.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

#### POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge

its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of sections 182 or 185 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) become incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as director, or

- (d) resigns his office by written notice to the Company, or
- (e) is served with written notice to resign signed by or on behalf of a member or members having the right to attend and vote at any general meeting and holding not less than 95 per cent in nominal value of the shares giving that right.

11.02 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

#### ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

- 12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.
- 12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.
- 12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.
- 12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.
- 12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

#### PROCEEDINGS OF DIRECTORS

- 13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.
- 13.02 A resolution in writing signed by all the Directors



for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

#### NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

#### INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration,

which  
determ  
compan  
or any

which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

O.J. Roy,  
Sir John Lyon House,  
5 High Timber Street,  
London, EC4V 3LD  
East India Merchant.

R.B. Magor,  
Sir John Lyon House,  
5 High Timber Street,  
London, EC4V 3LD  
East India Merchant.

---

DATED the 2nd day of May 1974.

Witness to the above signatures:-

I.D.C. Burridge,  
Sir John Lyon House,  
5 High Timber Street,  
London, EC4V 3LD  
Chartered Accountant.

THE COMPANIES ACTS 1948 to 1976

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Memorandum  
AND  
Articles of Association  
OF

GEORGE WILLIAMSON & CO. LIMITED

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COWARD CHANCE  
ROYEX HOUSE  
ALDERMANBURY SQUARE  
LONDON EC2V 7LD

No. 1173126/39

THE COMPANIES ACTS 1948 to 1981

SPECIAL RESOLUTIONS

OF

GEORGE WILLIAMSON & CO. LIMITED

Passed on 6th September 1983

At an Extraordinary General Meeting of the above-named Company duly held at Sir John Lyon House 5 High Timber Street, London EC4V 3LD on 6th September 1983 the following resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

1. THAT the Articles of Association of the Company be amended by the insertion of a new Article 3.03 as follows:-

"Subject as provided by section 46 of the Companies Act 1981, the Company may purchase any of its own shares (including any of its redeemable shares) and, if it is a private company, make a payment in respect of the 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."

2. THAT this meeting hereby authorises and approves the terms of the contract ("the Contract") proposed to be made between the Company (1) and the Executors of George Clarke Whyte deceased (2) for the purchase by the Company of the 10,000 shares of £1 each of the Company registered in the name of the said George Clarke Whyte (a copy of which contract has been initialled by the Chairman of the Meeting for the purposes of identification).



R.B. Magor

Chairman



Company No: 1173126/40

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

(as in force on 6th September 1983).

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A) shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

3.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason

COMPANIES

26 SEP 1983

REGISTRATION OFFICE

dis there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right of dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

Regulation 5 of Table A shall not apply.

3.03 Subject as provided by section 46 of the Companies Act 1981, the Company may purchase any of its own shares (including any of its redeemable shares) and, if it is a private company, make a payment in respect of the 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.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

5. 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. Regulation 24 of Table A shall not apply.

#### MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

#### MEETINGS

7.01. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by



the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

#### PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulation 70 and 71 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall not be less than two nor more than ten.

9.02 The first Directors shall be Oswald James Roy, George Clarke Whyte and Richard Boycott Magor.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

#### POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of sections 182 or 185 of the Companies Act 1948, or
- (b) becomes bankrupt, or

- (c) become incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as director, or
- (d) resigns his office by written notice to the Company, or
- (e) is served with written notice to resign signed by or on behalf of a member or members having the right to attend and vote at any general meeting and holding not less than 95 per cent. in nominal value of the shares giving that right.

11.02 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

#### ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his

appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

## PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

## NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the

expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

#### INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

O.J. Roy,  
Sir John Lyon House,  
5 High Timber Street,  
London, EC4V 3LD  
East India Merchant.

R.B. Magor,  
Sir John Lyon House,  
5 High Timber Street,  
London, EC4V 3LD  
East India Merchant.

---

DATED the 2nd day of May 1974

Witness to the above signatures:-

I.D.C. Burridge,  
Sir John Lyon House,  
5 High Timber Street,  
London EC4V 3LD.  
Chartered Accountant

## THE COMPANIES ACTS 1948 TO 1981

# A

## Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

47

1173126

Name of company

GEORGE WILLIAMSON &amp; CO. LIMITED

## NOTE

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end, is as shown below:

Day Month

3 0 0 6

†delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended] † and ~~is to be treated as having come to an end~~ [will come to an end] † on

Day Month Year

3 0 0 6 1 9 8 6

See note 4 (c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

†delete as appropriate

The company is a ~~subsidiary~~ [holding company] † of \_\_\_\_\_  
SEE ATTACHED LIST

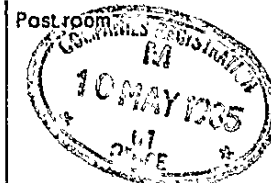
\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is 30 JUNE

§delete as appropriate

Signed *W. J. Smith* [Director] [Secretary] § Date 8 MAY 1985

Presenter's name, address and reference (if any):

I.D.C. Burridge  
Sir John Lyon House  
5 High Timber Street  
London EC4V 3LD

For official use  
General section



GEORGE WILLIAMSON & CO. LIMITED

SUBSIDIARY COMPANIES

<u>COMPANY</u>	<u>NUMBER</u>
FINETEA LIMITED	1736096
FINETEA FINANCE LIMITED	1318469
FINETEA SUPPLIERS LIMITED	1318752
SNELLING, ABSOLOMS & LAMPARD LIMITED	1318638
GEORGE WILLIAMSON TECHNICAL SERVICES LIMITED	1012806

**A**

Please do not  
write in this  
binding margin

Please complete  
legibly,  
preferably in  
black type, or  
bold black  
lettering

\*delete if  
inappropriate

**NOTE**

Please read  
notes 1 to 5  
overleaf before  
completing this  
form

†delete as  
appropriate

See note 4 (c)  
and complete if  
appropriate

‡delete as  
appropriate

§delete as  
appropriate

**THE COMPANIES ACTS 1948 TO 1980**

**Notice of new accounting reference  
date given during the course of an  
accounting reference period**

Pursuant to section 3 (1) of the Companies Act 1976

Form No. 3

**3**

To the Registrar of Companies

For official use

Company number

Name of company

149

1173126

GEORGE WILLIAMSON & Co. LIMITED

Limited \*

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end, is as shown below:

Day Month

3 1 1 2

The current accounting reference period of the company is to be treated as [shortened]  
[extended] † and [is to be treated as having come to an end] [will come to an end] † on

Day Month Year

3 1 1 2 1 9 8 5

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company] ‡ of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed M. B. Smith [Director] [Secretary] § Date 9. 12. 1985

Presenter's name, address and  
reference (if any):

For official use  
General section

Post room



Company No. 1173126

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

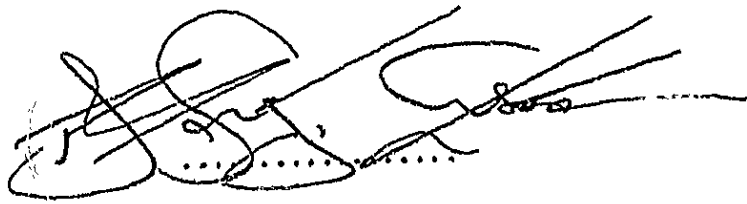
-of-

GEORGE WILLIAMSON & CO. LIMITED

At the Annual General Meeting of the Company held at the Registered Office of the Company, Sir John Lyon House, 5 High Timber Street, London, EC4V 3LD, on the 25th day of May 1989 the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT: the Company's Articles of Association be altered by the adoption in the place and to the exclusion of the existing Articles of Association of new Articles of Association in the form set out in the document produced to the Meeting and for the purposes of identification initialled by the Chairman.



Director



GEORGE WILLIAMSON & CO. LIMITED

ANNUAL GENERAL MEETING TO BE  
HELD ON 25TH MAY 1989

PROPOSED NEW ARTICLES OF ASSOCIATION

Company No: 1173126

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

GEORGE WILLIAMSON & CO. LIMITED

(as adopted on 25th May 1989)

PRELIMINARY - PRIVATE COMPANY

1. The Company is a Private Company. The regulations of Table A shall apply to the Company so far as the same are not excluded or varied hereby. "Table A" means Table A set out in the Companies (Tables A-F) Regulations 1985 with such amendments as now are or may hereafter be made applicable to a Company limited by shares and registered without articles on 18th November 1959 and "the Act" means the Companies Act 1985.

SHARE CAPITAL AND SPECIAL RIGHTS

2. The shares of the Company for the time being unissued shall (subject to the prior consent of the members being given in accordance with the provisions of Sections 80 and 89 of the Act) be under the control of the Directors who may allot or otherwise dispose of the same to any member (but not otherwise) at such times and on such terms and conditions as they think fit and with full power to give any person the call of any shares either at par or at a premium, and for such time and for such consideration as the Directors think fit, but so that shares shall not be issued at a discount except in accordance with the Act.

3.01 Without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to

dividend, voting, return of share capital or otherwise as the Directors may from time to time determine, and any Preference Share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. Subject to the provisions of the Act, the redemption of such shares may be effected on such terms and in such manner as the Directors may from time to time determine. Regulations 2 and 3 of Table A shall not apply.

3.02 The Company shall comply with Section 128 of the Act (Registration of particulars of special rights) whenever required to do so under that Section following an allotment of shares with unpublished rights.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted.

#### TRANSFER OF SHARES

5.01 No shares (or any beneficial interest therein) may be transferred save in accordance with the provisions of this Article 5. Regulation 24 of Table A shall have effect subject to the provisions of this Article.

5.02 In this Article 5, the expressions:-

"Lineal Descendant" shall mean any lineal descendant (including descent to or through an adopted child) of Richard Boycott Magor or Patrick Gillem Sandys-Lumsdaine;

"Family Member" shall mean Richard Boycott Magor, Julia Margaret Tooth Magor, Patrick Gillem Sandys-Lumsdaine or a Lineal Descendant;

"Family Transfer" shall mean any transfer or transmission of shares to a Family Member as beneficial owner; or any transfer or transmission of shares to trustees or personal representatives upon trusts whereunder no person is or may be the ultimate beneficiary in remainder who is not a Family Member;

"Close Family Transfer" shall mean a Family Transfer where the transferee is a parent, child or grandchild of the transferor;

"Prescribed Price" shall mean:-

- (i) such initial price ("Initial Price") to be fixed, insofar as possible during the period of thirty days after the date on which the transfer notice was given, by agreement between the vendor and the Directors, or, in case of difference, by certification by the Auditors of the Company for the time being (acting as experts) of the fair arms-length value of the said shares having regard, inter alia, to the proportion of the Company's issued share capital represented by the said shares; and
- (ii) in the event that a general offer for all or any of the equity share capital of the Company shall be made within the period of two years after the giving or deemed giving of a transfer notice to which the provisions of Article 5.04 below apply (for which purposes the publication of a Scheme of Arrangement under the Act to the like effect shall be deemed to be the making of an offer) and the right to cast more than 50 per cent. of the votes which may ordinarily be cast on a poll at a General Meeting of the Company has or will become vested in the offeror and/or persons acting in concert with the offeror, such additional price ("Additional Price") as shall be certified by the Auditors of the Company for the time being (acting as experts) as being equal to half the amount by which the price payable under the general offer (as amended, if appropriate) shall exceed the Initial Price.

5.03 Subject to the provisions of these Articles, the Directors shall register a duly executed Family Transfer of fully paid shares in the event that such Family Transfer consists of:-

- (i) a gift inter vivos or a transmission on death or bankruptcy; or
- (ii) a Close Family Transfer.

5.04 Except in the case of a transfer of shares expressly authorised by Article 5.03 above, the right to transfer fully paid shares shall be subject to the following restrictions namely:-

- (i) Every member who desires to transfer any share or shares (hereinafter called "the vendor") shall give the Company notice in writing of such desire (hereinafter called "the transfer notice"). The transfer notice shall constitute the Company the vendor's agent for the sale of all of the shares specified in the transfer notice (hereinafter called "the said shares") at the Prescribed Price and shall not be revocable except with the consent of the Directors;
- (ii) All shares included in any transfer notice shall by notice in writing be offered by the Company first to all members (other than the member to whose shares the transfer notice relates) who are Family Members for purchase at the Prescribed Price on the terms that in case of competition the shares so offered shall (in accordance with but subject to the provisions of the next following paragraph) be sold to the acceptors in proportion (as nearly as may be without involving fractions or increasing the number sold to any member beyond that applied for by him) to their existing holdings of shares in the Company. Such offer shall limit a time (not being less than twenty-one days) within which it must be accepted or in default will lapse.
- (iii) If the Company shall within sixty days after the giving or deemed giving of the transfer notice find members who are Family Members (hereinafter called "Purchasers") to purchase the said shares and give notice in writing thereof to the vendor he shall be bound, upon payment of the Initial Price and on the Purchasers giving irrevocable undertakings in terms specified, in case of difference, by the Company to pay the Additional Consideration within ten days after payment becomes due under the general offer concerned, to transfer such shares to the respective Purchasers. Every such notice shall state the name and address of the Purchaser and the number of shares agreed to be purchased by him and the purchase shall be completed at a place and time to be



appointed by the Directors not being less than three days nor more than ten days after the date of such notice.

- (iv) If the Company shall fail to find Purchasers in accordance with sub-paragraph (iii) above, the Directors shall forthwith convene an Extraordinary General Meeting at which it shall be proposed as a special resolution that the Company should purchase the said shares at the Prescribed Price. If such resolution is passed such purchase shall be completed as provided in this Article 5.04.
- (v) If such resolution is not passed the Company may sell or dispose of all but not part of the said shares at the Prescribed Price to any Family Member within thirty days following the date of the Extraordinary General Meeting and such sale shall be completed as provided in this Article 5.04.
- (vi) If the vendor shall fail or refuse to transfer any shares to a purchaser hereunder the Directors may authorise some person to execute and deliver on his behalf the necessary transfer and the Company may receive the purchase money in trust for the vendor and cause the purchaser to be registered as the holder of such shares. The receipt of the Company for the purchase money shall be a good discharge to the purchaser (who shall not be bound to see to the application thereof) and after the purchaser has been registered in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

5.05 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of partly paid shares or treat any transfer of partly paid shares (other than a Family Transfer otherwise complying with the provisions of Article 5.03 above) as a transfer notice, in which latter event the provisions of Article 5.04 above shall apply accordingly.

5.06 Any direction, whether by way of renunciation, nomination or otherwise, by a person 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 5 be deemed to constitute a transfer of the share or shares comprised in such direction and (save for a deemed Family Transfer complying with the provisions of Article 5.03 above) shall be deemed to constitute a transfer notice, in which event the provisions of Article 5.04 above shall apply accordingly.

5.07 A person becoming entitled to a share by reason of the death or bankruptcy of a member (other than by way of a Family Transfer) shall be deemed to have given a transfer notice comprising all the shares to which he has so become entitled, in which event the provisions of Article 5.04 above shall apply accordingly.

5.08 A transfer, sale or other disposal of any beneficial interest in shares other than in a manner provided for in this Article 5 shall be treated as constituting a transfer notice in respect of the shares concerned and the provisions of Article 5.04 above shall apply accordingly.

#### MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

#### MEETINGS

7.01 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 46 of Table A shall be modified accordingly.

7.02 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman

of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 58 of Table A shall not apply.

#### PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 60 and 61 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall not be less than two nor more than ten.

9.02 The office of any Director shall be vacated if the Director:-

- (a) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- (b) becomes bankrupt; or
- (c) is, or may be, suffering from mental disorder and either -
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) resigns his office by written notice to the Company; or
- (e) is served with written notice to resign signed by or on behalf of a member or members having the right to attend and vote at any

General Meeting and holding not less than 75 per cent, in nominal value of the shares giving that right.

Regulation 81 of Table A shall not apply.

9.03 The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, which Director shall hold office subject to reappointment at the next following annual general meeting in accordance with regulation 79 of Table A. The Company by ordinary resolution may also at any time and from time to time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the Board. Regulations 73 to 78 inclusive and 80 of Table A shall not apply.

9.04 The Directors may grant to any Director required to exercise any special executive or other duties or make any special exertions for the purposes of the Company such special remuneration, with travelling, hotel and other expenses, for the services rendered as the Directors think proper and such remuneration may be either in addition to or in substitution for the remuneration provided under or pursuant to regulation 82 of Table A.

9.05 A Director who has declared the nature of his interest in a contract or proposed contract in accordance with section 317 of the Act, shall be entitled to vote in respect of such contract or proposed contract and if he does so vote his vote shall be counted, and he may be taken into account in ascertaining whether a quorum is present; and regulation 94 of Table A shall have effect subject to the provisions of this Article.

9.06 No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age, and Article 9.02(a) shall have effect subject to the provisions of this Article.

#### NOTICES

10. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to

him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 112 of Table A shall not apply.

#### INFORMATION

11. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof.

**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

1173126

Name of company

\*Insert full name of company

\* GEORGE WILLIAMSON &amp; Co. LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

**Note**  
Please read notes 1 to 5 overleaf before completing this form

Day Month

3 1 0 3

†Delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 0 3 1 9 9 1

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary] [holding company]† of

WILLIAMSON TEA HOLDINGS plc

, company number 826679

the accounting reference date of which is 31 MARCH

Signed [Signature] [Director] [Secretary]† Date 27 November 1990

Presenter's name, address and reference (if any):

GEORGE WILLIAMSON & CO. LIMITED,  
SIR JOHN LYON HOUSE  
5 HIGH TIMBER STREET  
LONDON, EC4V 3LD

For official use  
General Section

Post room

