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In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01

Registration of an overseas company opening a UK establishment

Companies House

A fee is payable with this form
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a UK establishment.

✗ **What this form is NOT fo**
You cannot use this form to the details of an existing co officer or establishment.

FRIDAY

AA2211B4
A02 09/04/2021 #21
COMPANIES HOUSE

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A15 19/03/2021 #59
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ❶ Kühne + Heitz Holland B.V.

Do you propose to carry on business in the UK under the corporate name as incorporated in your home state or country, or under an alternative name?
→ To register using your corporate name, go to **Section A3**.
→ To register using an alternative name, go to **Section A2**.

→ **Filling in this form**
Please complete in typescript (10pt or above), or in bold black capitals

All fields are mandatory unless specified or indicated by *

❶ This must be the corporate name in the home state or country in which the company is incorporated.

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business in the UK.

Alternative name (if applicable) ❷

❷ A company may register an alternative name under which it proposes to carry on business in the United Kingdom under Section 1048 of the Companies Act 2006. Once registered it is treated as being its corporate name for the purposes of law in the UK.

A3 Overseas company name restrictions ❸

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

❸ **Overseas company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website:
www.gov.uk/companieshouse

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment.❶

→ **No** Go to **Section B2**.
→ **Yes** Please enter the registration number below and then go to **Part 5** of the form. Please note the original UK establishment particulars must be filed up to date.

UK establishment registration number: B R

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

B2 Credit or financial institution

Is the company a credit or financial institution?❷

☐ **Yes**
☑ **No**

❷ Please tick one box.

B3 Company details

If the company is registered in its country of incorporation, please enter the details below.

Legal form ❸	Private Limited Liability Company
Country of incorporation *	The Netherlands
Identity of register in which it is registered ❹	Netherlands Chamber of Commerce
Registration number in that register	2 4 2 8 4 0 0 3

❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

❹ This will be the registry where the company is registered in its parent country.

B4 Governing law and accounting requirements

Please give the law under which the company is incorporated.

Governing law ❺: Company Law in the Netherlands represented by Book 2 of the Civil Code

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ **Yes** Complete the details below.
→ **No** Go to **Part 3**.

Please give the period for which the company is required to prepare accounts by parent law.

From: d d m m
To: d d m m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

B5

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.❶

☑ Yes.

Please indicate what documents have been disclosed.

☑ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☐ Please tick this box if no accounts have been disclosed.

❶ Please tick the appropriate box(es).

Part 3 Constitution

C1 Constitution of company

The following documents must be delivered with this application.
- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

☑ I have enclosed a certified copy of the company's constitution. ❶
☑ I enclose a certified translation, if applicable. ❷

❶ A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

❷ A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?
- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ **Yes** Go to **Part 4** 'Officers of the company'
→ **No** If any of the above details are not included in the constitutional documents, please enter them in **Section C3**.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C3 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation.❸

Building name/number	Van Godewyckstraat 30
Street	3311 GX Dordrecht
Post town	Dordrecht
County/Region	
Postcode	3 3 0 0 A C
Country	Netherlands

Please give the objects of the company and the amount of issued share capital.

Objects of the company❹	Wholesale of foods
Amount of issued share capital❺	€90,756.04

❸ This address will appear on the public record.

❹ Please give a brief description of the company's business.

❺ Please specify the amount of shares issued and the value.

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

→ **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.
→ **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

Continuation pages
Please use a continuation page if you need to enter more officer details.

Secretary

D1 Secretary details ❶

Use this section to list all the secretaries of the company.
Please complete **Sections D1-D3. For a corporate secretary, complete Sections E1-E5**. Please use a continuation page if necessary.

Full forename(s)	
Surname	
Former name(s) ❷	

❶ **Corporate details**
Please use Sections E1-E5 to enter corporate secretary details.

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

D2 Secretary's service address ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

D3 Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority
☐ Limited ❹
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☐ Alone
☐ Jointly ❺

If applicable, name(s) of person(s) with whom you are acting jointly	

❹ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❺ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

Corporate secretary

E1 Corporate secretary details ❶

Use this section to list all the corporate secretaries of the company.
Please complete Sections E1-E3. Please use a continuation page if necessary.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Registered or principal address**
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address) or DX number.

E2 Legal details

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❷

If applicable, the registration number

❷ Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E3 Corporate secretary's authority

Please enter the extent of your authority as corporate secretary.
Please tick one box.

Extent of authority

☐ Limited ❶
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☐ Alone
☐ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Use this section to list all the directors of the company. Please complete **Sections F1-F5. For a corporate director, complete Sections G1-G3**. Please use a continuation page if necessary.

Full forename(s)

Surname

Former name(s) ❷

Country/State of residence ❸

Nationality

Month/year of birth ❹ X X m m y y y y

Business occupation (if any) ❺

❶ **Corporate details**
Please use Sections G1-G3 to enter corporate director details.

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F5.

❹ **Month and year of birth**
Please provide month and year only. Provide full date of birth in section F4.

❺ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

F2 Director's service address ❻

Building name/number

Street

Post town

County/Region

Postcode

Country

❻ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3 Director's authority

Please enter the extent of your authority as director. Please tick one box.

Extent of authority

☐ Limited ❼
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☐ Alone
☐ Jointly ❽

If applicable, name(s) of person(s) with whom you are acting jointly

❼ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❽ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1 Corporate director details ❶

Use this section to list all the corporate directors of the company.
Please complete G1-G3. Please use a continuation page if necessary.

Name of corporate body or firm	Kuhne + Heitz BV
Building name/number	Van Godewijckstraat 30
Street	3311 GX Dordrecht
Post town	Dordrecht
County/Region	
Postcode	3 3 0 0 A C
Country	Netherlands

❶ **Registered or principal address**
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address) or DX number.

G2 Legal details

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	Private Limited Liability Company
Governing law	Company Law in the Netherlands represented by Book 2 of the Civil Code
If applicable, where the company/firm is registered ❷	The Netherlands
If applicable, the registration number	24122404

❷ Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

G3 Corporate director's authority

Please enter the extent of your authority as corporate director.
Please tick one box.

Extent of authority

☐ Limited ❶
☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☑ Alone
☐ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3**.
→ **Yes** Please enter the UK establishment number below and then go to **Section H2**.

UK establishment registration number: B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3**.
→ **Yes** Please enter the UK establishment number below and then go to **Section H3**.

UK establishment registration number: B R

H3 Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ❶

☑ In respect of this establishment. Please go to **Section H4**.

☐ In respect of another UK establishment. Please give the registration number below, then go to **Section H4**.

UK establishment registration number: B R

❶ Please tick the appropriate box.

H4 Particulars of UK establishment ❶

You **must** enter the name and address of the UK establishment.

Name of establishment	Kuhne + Heitz Holland BV
Building name/number	2nd Floor, Carlton House
Street	18 Mere Green Road
Post town	Sutton Coldfield
County/Region	West Midlands
Postcode	B 7 5 5 B S
Country	United Kingdom

Please give the date the establishment was opened and the business of the establishment.

Date establishment opened	d0 d2 m1 m2 y2 y0 y2 y0
Business carried on at the UK establishment	Wholesale of food

❶ **Address**
This is the address that will appear on the public record.

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete **Sections J1-J4**.

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	Laurence Edward
Surname	Jones

J2 Permanent representative's service address ❶

Building name/number	2nd Floor, Carlton House
Street	18 Mere Green Road
Post town	Sutton Coldfield
County/Region	West Midlands
Postcode	B 7 5 5 B S
Country	United Kingdom

❶ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority

☐ Limited ❷
☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☑ Alone
☐ Jointly ❸

If applicable, name(s) of person(s) with whom you are acting jointly

❷ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❸ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

Part 7 Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.
→ **No** Tick the box below then go to **Part 8** 'Signature'.

☐ If there is no such person, please tick this box.

K1 Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	Laurence Edward
Surname	Jones

K2 Service address of person authorised to accept service ❶

Building name/number	2nd Floor, Carlton House
Street	18 Mere Green Road
Post town	Sutton Coldfield
County/Region	West Midlands
Postcode	B 7 5 5 B S
Country	United Kingdom

❶ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

Part 8 Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X

KÜHNE + HEITZ HOLLAND BV
VAN-GODEWIJCKSTRAAT 30
POSTBUS 120
3300 AC DORDRECHT - HOLLAND

X

This form may be signed by:
Director, Secretary, Permanent representative.

OS IN01

Registration of an overseas company opening a UK establishment

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name Stanley Davis Group Limited

Ground Floor

One George Yard

Address London EC3V 9DF

t: +44 (0)20 7554 2222

f: +44 (0)20 7554 2201

e: info@stanleydavis.co.uk

Post town dx 307449 Cheapside

County/Region

Postcode

Country

DX

Telephone

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address) DX number.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.

How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company.

Make cheques or postal orders payable to 'Companies House.'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

England and Wales:
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1.

Northern Ireland:
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Higher protection
If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

NAUTA DUTILH

ADVOCATEN NOTARISSEN BELASTINGADVISEURS

[COAT OF ARMS OF
THE NETHERLANDS]

Copy
of a deed containing

INCORPORATION

of the private company
with limited liability

Kühne + Heitz Holland B.V.

having its registered office in Schiedam

Deed dated 29 May 1998
Certificate dated 27 May 1998
Private limited company number 636.750

Certified to be a true and accurate
translation of the original seen by me

B.J.H. VELDHOEN, DIRECTOR
FOR CASA B.V.
FOR KH HOLDING B.V.
FOR KÜHNE + HEITZ B.V.
FOR KÜHNE + HEITZ HOLLAND B.V.

AMSTERDAM BRUSSELS EINDHOVEN LONDON
MADRID NEW YORK PARIS PRAGUE ROTTERDAM
SINGAPORE JAKARTA [illegible]

C.J. Offringa
Beëdigd vertaler Engels Wbt

NAUTA DUTILH

Incorporation
RP/lw/80024750
CTR No 3249

Today, the twenty-ninth of May nineteen hundred and ninety-eight, appeared before me, *mr.* Ronald Pfeiffer, civil-law notary practising in Rotterdam, *mr.* Frank Hubert Cornelis Jansen, junior civil-law notary,

, acting in this matter in his capacity as holder of a written power of attorney for the public company Kühne & Heitz N.V., having its registered office at Overschieseweg 326, 3112 NC in Schiedam.

The person appearing, acting as aforementioned, declared that he was hereby incorporating a private company with limited liability, which will be governed by the following:

ARTICLES OF ASSOCIATION

NAME AND SEAT

Article 1.

1. The name of the Company is: Kühne + Heitz Holland B.V.
2. It has its seat in Schiedam.

OBJECTS

Article 2.

The objects of the Company are the trade in meat, fish, game, poultry, foodstuffs, agricultural and other products, both for its own account and for the account of third parties, including the import, storage, export, purchase, sale and transport thereof, the operation of cold stores and freezing facilities, acting as agent, as well as participating in, financing, otherwise taking an interest in and managing other companies with the same or similar objects, and committing to obligations of group companies and doing everything that is connected or may be conducive to the foregoing, all in the broadest sense.

CAPITAL AND SHARES

Article 3.

1. The authorised capital of the Company amounts to one million guilders (NLG 1,000,000), divided into one thousand (1,000) ordinary shares, each having a nominal value of one thousand guilders (NLG 1,000).
2. The Company shall not cooperate in the issue of depositary receipts for shares in its capital.
3. The power to allocate voting rights to usufructuaries or pledgees of shares is excluded.

ISSUE OF SHARES

Article 4.

As yet unissued shares are issued pursuant to a resolution by and under the conditions to be established by the general meeting of shareholders, hereinafter also to be

referred to as: general meeting.
The issue of a share requires a deed intended for that purpose, to which those involved are party, executed in the presence of a civil-law notary practising in the Netherlands.

PURCHASE OF SHARES

Article 5.

1. With due observance of the statutory provisions, the Company is authorised to acquire fully paid-up shares in its own capital for valuable consideration. The Company cannot exercise the rights attached to shares held by the Company itself.
2. Company shares are acquired and alienated by the Company pursuant to a resolution by and under the conditions established by the general meeting.
3. The alienation by the Company of its own shares is subject to the provisions of the share transfer restriction clause included in these Articles of Association.

REGISTER OF SHAREHOLDERS

Article 6.

1. The shares are registered and consecutively numbered. No share certificates are issued.
2. The management board keeps a register of shareholders at the Company's offices containing the names and addresses of all shareholders, including the dates on which the shares were acquired, the numbers of the shares, the dates of acknowledgement or service and the amount paid up on each share, and, insofar as applicable, the other information referred to in Article 2:194 of the Dutch Civil Code. Each shareholder is required to inform the management board of his address in writing.
3. Each entry in the register is signed by a director; the register is updated on a regular basis.

TRANSFER OF SHARES

Article 7.

The transfer of a share or the transfer of a restricted right thereon requires a deed intended for that purpose, to which those involved are party, executed in the presence of a civil-law notary practising in the Netherlands.

SHARE TRANSFER RESTRICTION CLAUSE

Article 8.

1. The transfer of shares, with no exceptions, is only possible after approval has been obtained from the general meeting.
2. The transfer must occur within three months of approval having being granted or being deemed to have been granted.
3. The approval is deemed to have been granted:
   a. if no decision has been taken on the request to that end within a month; or
   b. if the decision denying approval does not include the name(s) of one or more prospective buyers who

are willing to buy all shares to which the request for approval relates for cash payment.

4. If the requesting party accepts the prospective buyer(s) referred to in the previous paragraph and the parties are unable to agree on the price to be paid for the share or shares, such price will be determined, upon request, by an expert to be appointed jointly by the parties, or in the absence of agreement in this respect, at the request of the most diligent party, to be designated by the president of the Chamber of Commerce and Industry in whose trade register the Company is registered. Unless the parties agree otherwise, this expert shall be an expert as referred to in Article 2:393 of the Dutch Civil Code. The costs of determining the price shall be borne by the Company.
5. The prospective buyers are at all times entitled to withdraw, provided that they do so within fourteen days of being notified of the result of the determination of the price as referred to in the previous paragraph. If, as a result, not all shares are purchased:
   a. because all prospective buyers have withdrawn; or
   b. because the other prospective buyers have not indicated that they are willing to purchase the shares that have become available within six weeks of the aforementioned notification, with due observance of the standard for allocation given by the general meeting;

   the requesting party shall be free to transfer all the shares to which the request for approval pertained, provided the transfer is effected within three months of this having been established.
6. The requesting party shall at all times be entitled to withdraw, provided he does so within one month of being informed of the prospective buyers to whom he can sell all the shares to which the request for approval pertained and at which price.
7. The Company may only be a prospective buyer pursuant to the provisions of this article with the requesting party's consent.

MANAGEMENT

Article 9.

1. The Company has a management board, comprising one or more persons. The general meeting determines the number of directors.
2. The general meeting appoints the directors and is at all times authorised to suspend and dismiss each director.
3. The general meeting determines the remuneration and other employment conditions for each director.

Article 10.

1. Subject to the restrictions imposed by these Articles of Association, the management board is charged with the management of the Company.
2. If two or more directors are in office, they will arrange their activities mutually, unless the general

C.J. Offringa

meeting provides for these activities in board regulations.
Resolutions by the management board are adopted by an absolute majority of votes. In the event of a tie, the general meeting decides.

3. The management board requires the approval of the general meeting for such board resolutions as the general meeting shall determine.

4. In the event of the absence or inability to act of one or more directors, the remaining director(s) will be charged with the entire management; in the event of the absence or inability to act of all directors or the sole director, one or more individuals to be designated by the general meeting will be temporarily charged with the management.

REPRESENTATION

Article 11.

1. The management board represents the Company, as do two directors jointly.
2. If a director has an interest that conflicts with that of the Company, a person designated by the general meeting will represent the Company.

GENERAL MEETINGS

Article 12.

1. At least one general meeting is held each year within six months after the close of the financial year.
2. General meetings are held in the Company's place of establishment as stated in the Articles of Association. At a meeting held elsewhere, valid resolutions may be passed only if the entire issued capital is represented. The general meetings will be convened by the management board by registered letters to be sent at least fourteen days before the meeting, not counting the day of convocation and the day of the meeting.
3. If the provisions of the law or the Articles of Association governing the convening of meetings and drawing up of agendas and depositing of the subjects to be dealt with are not observed, valid resolutions cannot be adopted, unless resolutions are adopted unanimously in a meeting where the entire issued capital is represented.

Article 13.

1. The general meeting appoints its own chairperson.
2. Each share confers the right to cast one vote.
3. All resolutions are adopted by an absolute majority of the valid votes cast.
4. The voting rights attached to shares held by the Company and/or its subsidiaries cannot be exercised; they are not included in the calculation of a majority or quorum.
5. The management board will keep a record of the resolutions adopted. The records are available at the Company's offices for inspection by the shareholders. A copy of or an extract from such records will be provided to each shareholder upon request, at a price

not exceeding cost.

RESOLUTIONS WITHOUT MEETING

Article 14.

As an alternative to voting at general meetings, shareholders' resolutions can also be passed in writing - including telegram, fax and telex messages - provided they are passed unanimously by all the shareholders entitled to vote.

FINANCIAL YEAR, FINANCIAL STATEMENTS AND PROFIT APPROPRIATION

Article 15.

1. The Company's financial year coincides with the calendar year.
2. On the final day of each financial year, the management board closes the Company's books and draws up financial statements - consisting of a balance sheet, statement of income and explanatory notes - based on those books within five months, subject to extension of this period by no more than six months by the general meeting based on special circumstances, and within that same period, deposits these documents at the Company's offices for inspection by the shareholders. Within this period the management board also deposits the annual report for inspection. The annual accounts are signed by all directors. If the signature of one or more directors is missing, this will be reported in the financial statements, stating the reason.
3. The Company will ensure that the prepared financial statements, the annual report, and the information to be included pursuant to Article 2:392(1) of the Dutch Civil Code are available at its offices as from the convocation date of the general meeting at which they are to be discussed. The shareholders may inspect those documents there and obtain a copy free of charge.
4. The provisions of paragraphs 2 and 3 of this article regarding the annual report and the information to be included pursuant to Article 2:392(1) of the Dutch Civil Code will not apply if Article 2:396(6), first sentence or Article 2:403 of the Dutch Civil Code applies to the Company.
5. The general meeting will adopt the financial statements. This adoption serves to discharge the directors from liability for all acts evidenced by those documents or the results of which have been incorporated therein, unless an explicit reservation has been made and all such without prejudice to that provided or to be provided in the law in this respect.

Article 16.

1. The profit evidenced by the adopted financial statements is at the disposal of the general meeting.
2. The Company may make distributions from the distributable profits to the shareholders and other persons entitled thereto only to the extent that its shareholders' equity exceeds the sum of the paid-up and

G.J. Offringa

called-up capital plus the reserves to be maintained by law. No profit may be distributed to the Company on shares held by the Company itself.

3. With due observance of the provisions of the second paragraph, the general meeting is authorised to make one or more interim dividends payable.
4. Profit will be distributed after adoption of the financial statements evidencing that such distribution is permitted.

DISSOLUTION AND LIQUIDATION

Article 17.

1. In the event of dissolution of the Company, the liquidation will be performed by the management board, unless the general meeting resolves otherwise.
2. The general meeting will determine the remuneration of the liquidators.
3. These Articles of Association remain in force as far as possible during liquidation.
4. The balance remaining after the Company's debts have been paid in full will be distributed to the shareholders in proportion to their respective shareholdings. No liquidation payment can be made to the Company on shares held by the Company itself.

FINAL STATEMENT

Finally, the person appearing, acting as aforementioned, declared that

a. the Incorporator participates in the capital of the Company for two hundred (200) shares; therefore the amount of the issued capital is two hundred thousand guilders (NLG 200,000);
b. the Incorporator has bound himself to the following vis-à-vis the Company with regard to the payment on the shares issued to him at the time of incorporation, to which the Incorporator now binds the Company:
1. the Incorporator shall pay up the shares he subscribed to. This payment in full shall take place before or immediately after incorporation by contributing to the Company the trade in temperature-sensitive foodstuffs conducted as an independent part of its business, according to the situation as at the thirty-first of December nineteen hundred and ninety-seven - which date is hereinafter referred to as the "Commencement Date" - according to a balance sheet of contributed assets as at that date.
The business contributed shall be at the expense and risk of the Company from the Commencement Date. The contribution includes all assets of said business, therefore excluding interests and capital interests held in and loans extended to other companies and excluding a freezing facility in Ghana and the IT system developed under the business' own management; as part of the contribution, the Company will assume all debts associated with the business. The Incorporator will draw up a description of the contribution, which shall state

Tiffringa
Kandidaat-notaris ... Enne ...

the value attributed to the contribution as well as the valuation methods used for that purpose, which methods shall comply with generally accepted standards. The description shall pertain to the condition of the contribution at a date that is no earlier than five months before the date of the incorporation of the Company. The date of the description is hereinafter also referred to as "Description Date";

2. if the nominal value of the issued shares exceeds the value of the contribution according to the balance sheet of contributed assets or the value of the contribution according to the description, the Incorporator will have to make an additional cash payment at the time of incorporation to cover the largest deficit.
If the value of the contribution according to the balance sheet of contributed assets exceeds the nominal value of the shares issued upon incorporation, the difference will be booked as premium up to an amount of six million four hundred and twenty-four thousand guilders (NLG 6,424,000), and the Incorporator will be credited for the remaining difference in the Company's books;

3. the description of the contribution is subject to the issue of a certificate by an accountant, who is authorised based on Article 2:204a of the Dutch Civil Code, to the effect that the value of the contribution determined taking into account an additional payment or partial crediting as referred to at 2, by applying generally accepted valuation methods, at least equals the amount of the payment obligation, expressed in cash, that must be satisfied by the contribution;

4. (i) if it is unequivocally established that the contribution as at the Commencement Date must be assessed at a higher value for the purposes of the levying of state taxes than the value at which it will be included in the balance sheet of assets contributed to the Company to be incorporated prepared as at the Commencement Date, this higher value will apply between the Incorporator and the Company as the value of the contribution and sixty percent (60%) of the difference of this added value will be booked as share premium, while the remaining amount will be added to the crediting referred to at 2. The provisions of this paragraph shall only apply if the accountant referred to at 3 issues a certificate to the effect that, with due observance of the aforementioned valuation methods, the adjusted value of the contribution as at the Commencement Date, taking into account the increased share premium and crediting of this adjusted value, equals at least the amount of the payment obligation, expressed in cash, that must be

satisfied by the contribution;
(ii) if it is unequivocally established that the contribution as at the Commencement Date must be assessed at a lower value for the purposes of the levying of state taxes than the value at which it will be included in the balance sheet of contributed assets, the Incorporator shall, insofar as this lower value will not be charged to the share premium and crediting at a 60:40 ratio, immediately transfer such number of shares to the Company for no consideration, which transfer the Company is obliged to accept, as is required to have the issued shared capital correspond to the corrected balance sheet of contributed assets after this transfer.
This obligation will only be binding for the Company after ratification;
the following persons are appointed as directors of the Company for the first time:
1. Mr Arno Huibert Hollander,

and
2. Mrs Maria Bernadette Theresia Buenting-Molenaar,

the first financial year of the Company ends on the next thirty-first of December; the certificate of no objection as referred to in Article 2:179 of the Dutch Civil Code has been granted, as evident from a Ministerial certificate, dated the twenty-seventh of May nineteen hundred and ninety-eight, attached to this deed;

the Ministry of Justice has granted the private limited company number 636.750 to the Company; the description as referred to above at (b)(1) has been drafted and signed by the Incorporator according to the law and has not lost its validity with the passage of time.
The Incorporator is not aware of the value of the contribution having decreased considerably after the date of the description;

g. The Incorporator is obliged to make his contribution without delay;
h. insofar as applicable, the Company accepts the payments as referred to in Article 2:203a(I)(b) of the Dutch Civil Code;
i. the certificates required by law have been attached to this deed.

The person appearing has been granted power of attorney by a private deed of power of attorney, which will be attached to this deed immediately after its execution.
The existence of the power of attorney has been sufficiently proven to me, civil-law notary.
The person appearing is known to me, civil-law notary.

F.J. Offringa Beëdigd Vertaler Engels W.b.

This deed

was executed:

in Rotterdam on the date first stated in this deed. After the substance of this deed had been communicated to the person appearing, he stated that he had taken cognisance of its contents and did not desire to have it read aloud in full. Immediately after its limited reading, this deed was signed by the person appearing and me, civil-law notary.

F.H.C. Jansen

R. Pfeiffer,

civil-law notary

ISSUED AS A CERTIFIED TRUE COPY.

[STAMP WITH TEXT: [SIGNATURE]

Mr R. PFEIFFER

NOTARIS TE ROTTERDAM]

C.J. Offringa

NAUTA DUTILH

ADVOCATEN NOTARISSEN BELASTINGADVISEURS

Afschrift

ener akte, houdende

OPRICHTING

van de besloten vennootschap
met beperkte aansprakelijkheid

Kühne + Heitz Holland B.V.

gevestigd te Schiedam

Akte d.d. 29 mei 1998
Verkl. d.d. 27 mei 1998
B.V. nummer 636.750

AMSTERDAM, BRUSSEL, EINDHOVEN, LONDEN
MADRID, NEW YORK, PARIJS, PRAAG, ROTTERDAM
SINGAPORE, JAKARTA

Certified to be a true
copy of the original seen
by me
B.J.H. VELDHOEN, DIRECTOR
FOR LASA B.V.
FOR KH HOLDING B.V.
FOR KÜHNE + HEITZ B.V.
FOR KÜHNE + HEITZ HOLLAND B.V.

C.J. Offringa
Beëdigd vertaler Engels
20567

Oprichting
RP/lw/80024750
CTR nr. 3249

Heden, negen en twintig mei------------------------------
negentien honderd acht en negentig, verscheen voor mij,--
mr Ronald Pfeiffer, notaris te Rotterdam, mr Frank Hubert Cornelis Jansen, kandidaat-notaris,

, te dezen handelend in zijn hoedanigheid van----
schriftelijk gevolmachtigde van de naamloze vennootschap Kühne & Heitz N.V., gevestigd te 3112 NC Schiedam, Overschieseweg 326.--
De comparant, handelend als gemeld, verklaarde bij deze een besloten vennootschap met beperkte aansprakelijkheid op te richten, welke zal worden geregeerd door de volgende--

STATUTEN --

NAAM EN ZETEL --

Artikel 1.---

1. De vennootschap is genaamd: Kühne + Heitz Holland B.V.---
2. Zij is gevestigd te Schiedam.------------------------

DOEL--

Artikel 2. ---

De vennootschap heeft ten doel de handel in vlees, vis, wild, gevogelte, levensmiddelen, agrarische en andere produkten, zowel voor eigen rekening als voor rekening van derden, waaronder begrepen de import, opslag, export, inkoop, verkoop en het transport daarvan, het exploiteren van koel- en vrieshuizen, het voeren van agenturen, alsmede het deelnemen in, het financieren van, het zich op andere wijze interesseren bij en het voeren van beheer over andere ondernemingen met een gelijk of aanverwant doel, het zich verbinden voor verplichtingen van groepsmaatschappijen en het verrichten van al hetgeen met het vorenstaande verband houdt of daartoe bevorderlijk kan zijn, alles in de ruimste zin.------------------------

KAPITAAL EN AANDELEN ----------------------------------

Artikel 3. --

1. Het maatschappelijk kapitaal van de vennootschap bedraagt één miljoen gulden (NLG 1.000.000,--), verdeeld in één duizend (1.000) gewone aandelen, elk nominaal groot één duizend gulden (NLG 1.000,--).----
2. De vennootschap verleent geen medewerking aan de uitgifte van certificaten van aandelen in haar kapitaal.
3. De bevoegdheid tot toekenning van stemrecht aan vruchtgebruikers of pandhouders van aandelen is uitgesloten.---------------------------------------

UITGIFTE VAN AANDELEN----------------------------------

Artikel 4. --

De uitgifte van nog niet geplaatste aandelen geschiedt krachtens besluit van en op de voorwaarden vast te stellen door de algemene vergadering van aandeelhouders, hierna ook te noemen: algemene vergadering.-------------

Voor de uitgifte van een aandeel is vereist een daartoe bestemde, ten overstaan van een in Nederland standplaats hebbende notaris verleden, akte waarbij de betrokkenen partij zijn.--

INKOOP VAN AANDELEN------------------------------------

Artikel 5. --

1. De vennootschap is, met inachtneming van de wettelijke bepalingen, bevoegd volgestorte aandelen in haar eigen kapitaal onder bezwarende titel te verwerven. De rechten verbonden aan aandelen die de vennootschap zelf houdt kunnen door de vennootschap niet worden uitgeoefend.-------------------------------
2. Verwerving en vervreemding van eigen aandelen door de vennootschap geschieden krachtens besluit van en op de voorwaarden vast te stellen door de algemene vergadering.---------------------------------------
3. Op vervreemding van eigen aandelen door de vennoot-

schap is het bepaalde in de blokkeringsregeling opgenomen in deze statuten van toepassing.---------------

REGISTER VAN AANDEELHOUDERS ------------------------------

Artikel 6. --

1. De aandelen luiden op naam en zijn doorlopend genummerd.--
Er worden geen aandeelbewijzen uitgegeven.-----------
2. De directie houdt ten kantore der vennootschap een register waarin de namen en de adressen van alle aandeelhouders zijn opgenomen met vermelding van de datum waarop de aandelen zijn verkregen, de nummers van de aandelen, de datum van erkenning of betekening alsmede het op ieder aandeel gestorte bedrag en, voorzover van toepassing, de overige gegevens bedoeld in artikel 2:194 Burgerlijk Wetboek. Iedere aandeelhouder is verplicht schriftelijk aan de directie zijn adres op te geven.-----------------------------------
3. Iedere aantekening in het register wordt door een directeur getekend; het register wordt regelmatig bijgehouden.---

LEVERING VAN AANDELEN -----------------------------------

Artikel 7. --

Voor de levering van een aandeel of de levering van een beperkt recht daarop is vereist een daartoe bestemde, ten overstaan van een in Nederland standplaats hebbende notaris verleden, akte waarbij de betrokkenen partij zijn.

BLOKKERINGSREGELING -------------------------------------

Artikel 8. --

1. Overdracht van aandelen - geen enkele uitgezonderd - is slechts mogelijk nadat daartoe goedkeuring is verkregen van de algemene vergadering.-----------------
2. De overdracht moet plaats vinden binnen drie maanden nadat de goedkeuring is verleend dan wel geacht wordt te zijn verleend.----------------------------------
3. De goedkeuring wordt geacht te zijn verleend:--------
   a. indien niet binnen een maand op het daartoe strekkend verzoek is beslist; of----------------------

b. indien in het besluit waarbij de goedkeuring wordt geweigerd, niet de naam/namen van één of meer gegadigde(n) wordt/worden opgegeven, die bereid is/zijn al de aandelen, waarop het verzoek om goedkeuring betrekking heeft, tegen contante betaling te kopen.---------------------------------------

4. Indien de verzoeker de in het vorige lid sub b. bedoelde gegadigde(n) aanvaardt en partijen het niet eens kunnen worden over de voor het aandeel of de aandelen te betalen prijs, wordt deze prijs desverlangd vastgesteld door een deskundige, aan te wijzen door partijen in onderling overleg, of bij gebreke van overeenstemming hierover, op verzoek van de meest gerede partij aan te wijzen door de voorzitter van de Kamer van Koophandel en Fabrieken in welker handelsregister de vennootschap is ingeschreven. Tenzij partijen anders overeenkomen is deze deskundige een deskundige als bedoeld in artikel 2:393 Burgerlijk Wetboek. De kosten van de prijsvaststelling komen voor rekening van de vennootschap.-----------------------

5. De gegadigden hebben te allen tijde het recht zich terug te trekken mits zulks geschiedt binnen veertien dagen, nadat hun het resultaat van de prijsvaststelling als bedoeld in het vorige lid is medegedeeld. Indien tengevolge hiervan niet alle aandelen worden gekocht:---
a. omdat alle gegadigden zich hebben teruggetrokken; of--
b. omdat de overige gegadigden zich niet binnen zes weken na de hiervoor bedoelde mededeling bereid hebben verklaard de vrijgekomen aandelen over te nemen met inachtneming van de door de algemene vergadering aangegeven maatstaf voor toewijzing,--
is de verzoeker vrij in de overdracht van alle aandelen waarop het verzoek om goedkeuring betrekking had, mits de levering plaats heeft binnen drie maanden nadat dit is komen vast te staan.---------------------

Beëdigd vertaler C.J. Olfinga

is gedaald;--
g. de Oprichter is tot onverwijlde inbreng verplicht;---
h. voorzover van toepassing aanvaardt de vennootschap de stortingen als bedoeld in artikel 2:203a lid 1 sub b Burgerlijk Wetboek;-------------------------------------
i. de volgens de wet vereiste verklaringen zijn aan deze akte gehecht.---------------------------------------

De comparant is gemachtigd bij een onderhandse akte van volmacht welke onmiddellijk na het passeren aan deze akte zal worden gehecht.------------------------------------

Van het bestaan van de volmacht is mij, notaris, genoegzaam gebleken.--

De comparant is mij, notaris, bekend.------------------

Deze akte---
--- is verleden te Rotterdam op de datum aan het begin van deze akte vermeld. Na zakelijke opgave van de inhoud van deze akte aan de comparant heeft hij verklaard van de inhoud daarvan te hebben kennisgenomen en op volledige voorlezing daarvan geen prijs te stellen. Onmiddellijk na beperkte voorlezing is deze akte door de comparant en mij, notaris, ondertekend.---

---------------------- F.E.C. Jansen--------------------

---------------------- R. Pfeiffer, notaris-------------

UITGEGEVEN VOOR AFSCHRIFT.

Mr R. PFEIFFER NOTARIS TE ROTTERDAM

den opgenomen, zal de Oprichter onverwijld, voorzover deze lagere waarde niet ten laste van de agioboeking en de creditering in de verhouding van 60:40 wordt gebracht, een zodanig aantal aandelen om niet aan de vennootschap overdragen, welke overdracht de vennootschap gehouden is te aanvaarden, dat het geplaatste aandelenkapitaal na deze overdracht overeenstemt met de gecorrigeerde inbrengbalans.---------------------------------------

Deze verplichting zal voor de vennootschap eerst na bekrachtiging bindend zijn;-------------------

c. voor de eerste maal worden tot directeuren van de vennootschap benoemd:-----------------------------------

1. de heer Arno Huibert Hollander,

en-----------------------------------

2. mevrouw Maria Bernadette Theresia Buenting-Molenaar,

;---

d. het eerste boekjaar van de vennootschap eindigt op de eerstvolgende één en dertigste december;------------

e. de verklaring van geen bezwaar als bedoeld in artikel 2:179 Burgerlijk Wetboek is verleend blijkens een aan deze akte gehechte Ministeriële verklaring, de dato zeven en twintig mei negentienhonderd acht en negentig;---

door het Ministerie van Justitie is aan de vennootschap het nummer B.V. 636.750 toegekend;------------

f. de beschrijving als hiervoor onder b sub 1 bedoeld is door de Oprichter conform de wet opgesteld en ondertekend en heeft niet door tijdsverloop haar geldigheid verloren.-----------------------------------

Het is de Oprichter niet bekend dat de waarde van de inbreng na de datum van de beschrijving aanzienlijk

6. De verzoeker heeft te allen tijde het recht zich terug te trekken doch uiterlijk tot een maand nadat hem definitief bekend is aan welke gegadigden hij al de aandelen, waarop het verzoek om goedkeuring betrekking had, kan verkopen en tegen welke prijs.---------

7. De vennootschap kan ingevolge het in dit artikel bepaalde slechts gegadigde zijn met instemming van de verzoeker.---

BESTUUR--

Artikel 9. ---

1. De vennootschap heeft een directie, bestaande uit één of meer personen. De algemene vergadering stelt het aantal directeuren vast.---------------------------------

2. De algemene vergadering benoemt de directeuren en is te allen tijde bevoegd iedere directeur te schorsen en te ontslaan.---------------------------------------

3. De algemene vergadering stelt de beloning en de overige arbeidsvoorwaarden van ieder van de directeuren vast.---

Artikel 10. --

1. Behoudens de beperkingen volgens deze statuten is de directie belast met het besturen van de vennootschap.

2. Indien er twee of meer directeuren in functie zijn, regelen zij hun werkzaamheden onderling, tenzij de algemene vergadering deze werkzaamheden bij directiereglement regelt.--------------------------------------

De directie besluit bij volstrekte meerderheid van stemmen. Bij staking van stemmen beslist de algemene vergadering.---

3. De directie behoeft de goedkeuring van de algemene vergadering voor zodanige bestuursbesluiten als de algemene vergadering zal vaststellen.----------------

4. Ingeval van ontstentenis of belet van één of meer directeuren is (zijn) de overblijvende directeur(en) met het gehele bestuur belast; ingeval van ontstentenis of belet van alle directeuren of van de enige directeur berust het bestuur tijdelijk bij één of

meer personen, daartoe jaarlijks door de algemene vergadering aan te wijzen.----------------------------

VERTEGENWOORDIGING----------------------------------

Artikel 11.--

1. De directie alsmede twee directeuren gezamenlijk vertegenwoordigen de vennootschap.--------------------
2. Indien een directeur een belang heeft strijdig met dat van de vennootschap wordt de vennootschap vertegenwoordigd door een door de algemene vergadering aangewezen persoon.-------------------------------

ALGEMENE VERGADERINGEN-----------------------------

Artikel 12.--

1. Jaarlijks wordt ten minste één algemene vergadering gehouden en wel binnen zes maanden na afloop van het boekjaar.--
2. Algemene vergaderingen worden gehouden in de statutaire plaats van vestiging van de vennootschap. In een elders gehouden vergadering kunnen alleen wettige besluiten worden genomen indien het gehele geplaatste kapitaal vertegenwoordigd is. De algemene vergaderingen worden bijeengeroepen door de directie bij aangetekende brieven, te verzenden op een termijn van ten minste veertien dagen, de dag van de oproeping en die van de vergadering niet medegerekend.---------------
3. Indien de door de wet of de statuten gegeven voorschriften voor het oproepen en agenderen van vergaderingen en het ter inzage leggen van de te behandelen onderwerpen niet in acht zijn genomen, kunnen geen wettige besluiten worden genomen, tenzij besluiten worden genomen met algemene stemmen in een vergadering waarin het gehele geplaatste kapitaal vertegenwoordigd is.--

Artikel 13.--

1. De algemene vergadering voorziet zelf in haar leiding.--
2. Elk aandeel geeft recht op het uitbrengen van één stem.--

countant, welke op grond van artikel 2:204a Burgerlijk Wetboek bevoegd is, een verklaring afleggen, inhoudende dat de waarde van de inbreng bepaald met inachtneming van een bijstorting, danwe gedeeltelijke creditering als sub 2 bedoeld, bij toepassing van in het maatschappelijk verkeer als aanvaardbaar beschouwde waarderingsmethoden, ten minste beloopt het bedrag van de stortingsplicht in geld uitgedrukt waaraan met de inbreng moet worden voldaan;-------------------------------

4. (i) indien onherroepelijk wordt vastgesteld dat als waarde van hetgeen per de Aanvangsdatum wordt ingebracht voor de heffing van de Rijksbelastinge: een hogere waarde in aanmerking moet worden genomen dan waarvoor zij in de per de Aanvangsdatum opgemaakte inbrengbalans van de op te richten vennootschap zal worden opgenomen, zal deze hogere waarde tussen de Oprichter en de vennootschap als waarde van de inbreng gelden en zal het verschil van deze meerwaarde voor zestig procent (60%) worden bijgeboekt als agio en dit restant worden toegevoegd aan de creditering sub 2 genoemd. Het bepaalde in dit lid is slechts van toepassing indien de accountant, sub 3 bedoeld, een verklaring aflegt, inhoudende dat met inachtneming van de hiervoor genoemde waarderingsmethoden per de Beschrijvingsdatum de gewijzigde waarde van de inbreng, bepaald met inachtneming van de aan deze gewijzigde waarde verhoogde agioboeking en creditering tenminste beloopt het bedrag van de stortingsplicht in geld uitgedrukt waaraan met de inbreng moet worden voldaan;--------------------
(ii) indien onherroepelijk wordt vastgesteld dat als waarde van hetgeen per de Aanvangsdatum wordt ingebracht voor de heffing van de Rijksbelastinge een lagere waarde in aanmerking moet worden genomen dan waarvoor zij in de inbrengbalans zal wor-

De ingebrachte onderneming zal vanaf de Aanvangsdatum voor rekening en risico van de vennootschap komen. De inbreng omvat alle activa van gemelde onderneming, derhalve exclusief (kapitaal-) belangen gehouden in en leningen verstrekt aan andere vennootschappen en exclusief een vrieshuis in Ghana en het in eigen beheer ontwikkeld automatiseringssysteem; als onderdeel van de inbreng zal de vennootschap alle tot de onderneming behorende schulden overnemen. Van de inbreng zal de Oprichter een beschrijving opstellen, welke beschrijving zal vermelden de aan de inbreng toegekende waarde en de daarbij toegepaste waarderingsmethoden, welke methoden zullen voldoen aan normen die in het maatschappelijk verkeer als aanvaardbaar worden beschouwd. De beschrijving zal betrekking hebben op de toestand van de inbreng op een datum welke niet meer dan vijf maanden voor de datum van de oprichting van de vennootschap ligt. De datum van de beschrijving wordt hierna ook aangeduid met "Beschrijvingsdatum";---------------

2. indien de nominale waarde van de geplaatste aandelen de waarde van de inbreng volgens de inbrengbalans dan wel de waarde van de inbreng volgens de beschrijving overtreft, zal het grootste tekort bij de oprichting door de Oprichter in geld moeten worden bijgestort.----------------------------
Indien de waarde van de inbreng volgens de inbrengbalans de nominale waarde van de bij de oprichting geplaatste aandelen overtreft, zal het verschil tot een bedrag van zes miljoen vier honderd vier en twintig duizend gulden--------------- (NLG 6.424.000,--), als agio worden geboekt, terwijl de Oprichter voor het resterende verschil in de boeken van de vennootschap zal worden gecrediteerd; --
3. over de beschrijving van de inbreng moet een ac-

3. Alle besluiten worden genomen met volstrekte meerderheid van de uitgebrachte geldige stemmen.------------
4. Voor aandelen toebehorend aan de vennootschap en/of dochtervennootschappen kan het aan die aandelen verbonden stemrecht niet worden uitgeoefend; zij tellen niet mee voor de berekening van een meerderheid of quorum.--
5. De directie houdt van de genomen besluiten aantekening. De aantekeningen liggen ten kantore van de vennootschap ter inzage van de aandeelhouders.---------- Aan iedere aandeelhouder wordt desgevraagd afschrift of uittreksel van deze aantekeningen verstrekt tegen ten hoogste de kostprijs.-----------------------------

BESLUITEN BUITEN VERGADERING ----------------------------
Artikel 14. ---
Besluiten van aandeelhouders kunnen in plaats van in algemene vergaderingen ook schriftelijk - daaronder begrepen per telegram-, telefax- en telexbericht - worden genomen, mits met algemene stemmen van alle tot stemmen bevoegde aandeelhouders.----------------------------------

BOEKJAAR, JAARREKENING EN WINSTVERDELING-----------------
Artikel 15. ---
1. Het boekjaar van de vennootschap is gelijk aan het kalenderjaar.--
2. De directie sluit jaarlijks per de laatste dag van elk boekjaar de boeken van de vennootschap af en maakt daaruit binnen vijf maanden - behoudens verlenging van deze termijn met ten hoogste zes maanden door de algemene vergadering op grond van bijzondere omstandigheden - een jaarrekening op, bestaande uit een balans, een winst- en verliesrekening en een toelichting en legt binnen deze termijn deze stukken voor de aandeelhouders ter inzage ten kantore van de vennootschap. Binnen deze termijn legt de directie ook het jaarverslag ter inzage. De jaarrekening wordt ondertekend door alle directeuren. Ontbreekt de ondertekening van één of meer directeuren, dan wordt

C.J. Offringa

daarvan, onder opgave van de reden, melding gemaakt in de jaarrekening.--------------------------------

3. De vennootschap zorgt, dat de opgemaakte jaarrekening, het jaarverslag en de krachtens artikel 2:392 lid 1 Burgerlijk Wetboek toe te voegen gegevens vanaf de oproep tot de algemene vergadering, bestemd tot hun behandeling, te haren kantore aanwezig zijn. De aandeelhouders kunnen deze stukken aldaar inzien en er kosteloos een afschrift van verkrijgen.-----------

4. Het in de leden 2 en 3 van dit artikel bepaalde omtrent het jaarverslag en de krachtens artikel 2:392 lid 1 Burgerlijk Wetboek toe te voegen gegevens blijft buiten toepassing, indien artikel 2:396 lid 6, eerste volzin, of artikel 2:403 Burgerlijk Wetboek voor de vennootschap geldt.-------------------------

5. De algemene vergadering stelt de jaarrekening vast. Deze vaststelling strekt de directeuren tot décharge voor alle handelingen, van welke uit die stukken blijkt of welker resultaat daarin is verwerkt, tenzij uitdrukkelijk voorbehoud is gemaakt, alles onverminderd hetgeen in de wet daaromtrent is of zal worden bepaald.---

Artikel 16. --

1. De winst, die uit de vastgestelde jaarrekening------- blijkt, staat ter beschikking van de algemene vergadering.--

2. De vennootschap kan aan aandeelhouders en andere gerechtigden ten laste van de voor uitkering vatbare winst slechts uitkeringen doen voorzover het eigen vermogen groter is dan het gestorte en opgevraagde deel van het kapitaal vermeerderd met de reserves die krachtens de wet moeten worden aangehouden. Op aandelen die de vennootschap zelf houdt, kan geen uitkering van winst aan de vennootschap zelf plaatshebben.

3. De algemene vergadering is, met inachtneming van het bepaalde in het tweede lid, bevoegd één of meer interim-dividenden betaalbaar te stellen.----------------

4. Uitkering van winst geschiedt na de vaststelling van de jaarrekening waaruit blijkt dat zij geoorloofd is

ONTBINDING EN VEREFFENING ---------------------------

Artikel 17. --

1. Ingeval van ontbinding van de vennootschap geschiedt de vereffening door de directie, tenzij de algemene vergadering anders beslist.------------------------

2. De algemene vergadering stelt de beloning van de vereffenaren vast.-------------------------------------

3. Gedurende de vereffening blijven deze statuten voorzoveel mogelijk van kracht.------------------------

4. Hetgeen na voldoening van alle schulden van de vennootschap van haar vermogen overblijft wordt uitgekeerd aan de aandeelhouders in verhouding tot ieders bezit aan aandelen. Op aandelen die de vennootschap zelf houdt kan geen liquidatie-uitkering aan de vennootschap zelf plaatshebben.-----------------------

SLOTVERKLARING--

De comparant, handelend als gemeld, verklaarde tenslotte

a. in het kapitaal van de vennootschap wordt door de Oprichter deelgenomen voor twee honderd (200) aandelen derhalve bedraagt het bedrag van het geplaatste kapitaal twee honderd duizend gulden (NLG 200.000,--);--

b. de Oprichter heeft zich jegens de vennootschap omtrent de storting op de bij de oprichting bij hem geplaatste aandelen tot het navolgende verbonden, waaraan de oprichter thans de vennootschap verbindt:
   1. de Oprichter zal de door hem genomen aandelen, volstorten. Deze volstorting zal voor of onverwijld na de oprichting geschieden door inbreng in de vennootschap van de als zelfstandig onderdeel van haar onderneming gedreven handel in temperatuurgevoelige voedingsmiddelen, zulks naar de toestand per een en dertig december negentien honderd zeven en negentig - deze datum hierna te noemen "Aanvangsdatum" - volgens een per die datum opgemaakte inbrengbalans.-----------------------

Kühne + Heitz Holland B.V.

Consolidated annual accounts 2019

Kühne + Heitz

FOODS WORLD WIDE

Consolidated balance sheet as of December 31, 2019
(before proposed profit appropriation)

ASSETS	31 December 2019		31 December 2018	
	€		€	
Fixed assets				
Tangible fixed assets	848,528		869,460	
		848,528		869,460
Current assets				
Stocks	5,715,649		6,740,927	
Receivables	11,177,229		9,705,952	
		16,892,878		16,446,879
Total		17,741,406		17,316,339

EQUITY AND LIABILITIES	31 December 2019	31 December 2018
Group equity		
Equity	6,788,773	5,095,762
Provisions	326,639	328,952
Short term liabilities	10,625,994	11,891,625
Total	17,741,406	17,316,339

Consolidated profit and loss account for 2019

		2019		2018
	€		€	
Net Turnover		108,879,767		109,650,801
Cost of sales		98,951,870		100,349,654
Gross sales result		9,927,897		9,301,147
Operating expenses	4,135,811		3,924,602	
General expenses	527,103		530,337	
Depreciations	310,030		321,065	
Total expenses		4,972,944		4,776,004
Net sales result		4,954,953		4,525,143
Other operating income or expenses		(12,274)		13,757
Income before interest and tax		4,942,679		4,538,900
Interest costs	45,911		62,773	
		(45,911)		(62,773)
Net Profit/(Loss) before taxation		4,896,768		4,476,127
Taxation		(1,207,468)		(1,103,151)
Net Profit		3,689,300		3,372,976

Certified to be a true copy of the original as seen by me,
B.J.H. VELDHOEN, DIRECTOR

FOR LASA B.V.
FOR KH HOLDING B.V.
FOR KÜHNE + HEITZ B.V.
FOR KÜHNE + HEITZ HOLLAND B.V.

FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of UK establishment)

Company Number **FC038212**

UK Establishment No. BR023304

The Registrar of Companies, hereby certifies that

KÜHNE + HEITZ HOLLAND B.V.

has this day been registered under the Companies Act 2006 as having established a UK establishment in the United Kingdom

Given at Companies House on **14th April 2021**

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES