



Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not
write in this
binding margin

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

* Insert full
name of company

For official use

Company number

1597214

Name of company

A.S. AUDHALI FARM GATE FRESH POULTRY LIMITED

I, PETER CHARLES BFDDOES

of 9 CLARENDON PLACE

LEAMINGTON SPA

WARWICKSHIRE

do solemnly and sincerely declare that I am a Solicitor

of the Supreme Court engaged in the formation of

A.S. AUDHALI FARM GATE FRESH POULTRY LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company and of matters
precedent 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

Leamington Spa in the County of
Warwick

Signature of Declarant

P.C. Bddoes

the 2nd day of October

One thousand nine hundred and eighty five

before me

J. K. L. [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor having the powers conferred on a Commissioner for Oaths

Presenter's name, address and
reference (if any): 21

For official use

New companies section

Post room

17

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

1597714/3



MEMORANDUM OF ASSOCIATION

of

A.S. AUDHALI FARM GATE FRESH POULTRY LIMITED

1. The name of the Company is A.S AUDHALI FARM GATE FRESH POULTRY LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - a) (i) To acquire not less than 90% of the issued share capital of A.S. Audhali Limited (formerly called A.S. Audhali Farmgate Fresh Poultry Limited) and/or to acquire the undertaking and all or any property and assets of the said A.S. Audhali Limited.
 - (ii) To carry on all or any other businesses of wholesale and retail butchers meat purveyors refiners of lard and poultry rabbit and game dealers ice manufacturers and merchants refrigerating storekeepers farmers dairy and milk contractors grocers dairy farmers millers and dealers in milk cream cheese eggs butter general farm produce and provisions and foodstuffs of all kinds.
 - (iii) To carry on the aforesaid businesses either in connection with or as distinct separate businesses the business of importers of meat and meat products live poultry and other animals preserved meat manufacturers and manufacturers of and dealers in animal products.
- b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights
- c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company
- d) To apply for, purchase, or otherwise acquire, and hold, shares, debentures, or other securities of any other company

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- e) To purchase, take on lease or in exchange, hire, and otherwise acquire any real and personal property, and any of the rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, and stock-in-trade.
- f) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company
- g) To apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, trade marks, formulas, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company; and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account, the property, rights, or information so acquired.
- h) To construct, improve, maintain, develop, work, manage, carry out, or control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharfs, warehouses, electric works, shops, stores, and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests; and to contribute to, subsidise, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control thereof.
- i) To issue and allot fully or partly paid shares in the capital of the Company in payment or part payment of any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company
- j) To enter into any arrangements with any government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects or any of them; and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.
- k) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.

- l) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company.
- m) To sell any patent rights or privileges belonging to the Company or which may be acquired by it, or any interest in the same, and to grant licences for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.
- n) To invest and deal with the money of the Company not immediately required in such manner as may from time to time be thought fit; and to lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company; and to take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- o) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any such securities; and to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
- p) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power authority, franchise, concession, right, or privilege, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Company's shares, debentures, or other securities and assets to defray the necessary costs, charges and expenses thereof.
- q) To apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- s) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- t) To pay all or any expenses incurred in connection with the promotion formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- u) To subscribe to or otherwise aid benevolent, charitable, national or other institutions, or objects of a public character, or which have any moral or other claims to support or aid by the Company by reason of the nature or locality of its operations or otherwise; and to provide for the welfare of persons employed or formerly employed by the Company or any predecessors (in business or in title) of the Company and the wives, widows and families of such persons by grants of money or other aid or otherwise as the Company shall think fit.
- v) To distribute in specie assets of the Company properly distributable amongst the members.
- w) To do all or any of the things hereinbefore authorised, either alone, or in conjunction with, or as factors, trustees, or agents for others, or by or through factors, trustees, or agents.
- x) To do all such other things as are incidental or which the Company may think conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

- 4. The liability of the members is limited
- 5. The share capital of the Company is £10,000 divided into ten thousand ordinary shares of £1 each

We, the several persons whose names, addresses, and descriptions 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
ALI SALEH AUDHALI FARM GATE FIVEWAYS ROAD HATTON WARWICK	<i>A. S. AUDHALI</i> One
MOHAMMED SALEH AUDHALI, FARM GATE FIVEWAYS ROAD HATTON WARWICK	<i>M. S. AUDHALI</i> ✓ One

Dated 2nd October 1981

Witness to the above signatures:-

Witnesses
with my own Hand
S. K. L.
H. K. R.

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

A.S.AUDHALI FARM GATE FRESH POULTRY LIMITED

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1980 (as defined by Section 90 (2) of the Companies Act 1980) shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 11, 24, 75, 77, and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

5. The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

6. Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon

GENERAL MEETINGS

8. Clause 54 in Part I of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

12. The Directors may exercise all the powers of the Company to borrow 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.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

14. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

Names, addresses and descriptions of Subscribers

ALI SALEH AUDHALI
FARM GATE
FIVEWAYS ROAD
HATTON
WARWICK

W.S. AUDHALI

✓

MOHAMMED SALEH AUDHALI,
FARM GATE
FIVEWAYS ROAD
HATTON
WARWICK

M.S. AUDHALI

✓

Dated

2nd October .

1981

Witness to the above signatures:-

✓
B.H. Mammall
mr. Vijay Kumar
Sahil
H/S

Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

Please do not
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binding margin



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

*delete if
inappropriate

Company number

1597714/5

Name of Company

A.S. AUDHALL FARM GATE FRESH POULTRY

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

FARM GATE.
FIVE WAYS
HARTON
WARWICKSHIRE

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

WRIGHT, JASSELL & CO.
10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any): 21

WRIGHT, JASSELL & CO.

For official use

General section

Post room

-700-981

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2)	ALI SALEH AUDHALI	Business occupation
Former name(s) (note 3)	NONE	Nationality
Address (note 4)	FARM GATE FIVEWAYS ROAD HATTON. WARWICK	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature <i>A. S. Audhali</i>		Date 2/10/81

Name (note 2)	MOHAMMED SALEH AUDHALI	Business occupation
Former name(s) (note 3)	NONE	Nationality
Address (note 4)	FARM GATE FIVEWAYS ROAD HATTON. WARWICK	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature <i>M. S. Audhali</i>		Date 2/10/81

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

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binding margin



Important

The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	MATOOKA NASSER AUDHALI
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	FARM GATE FIVEWAYS ROAD HATTON. WARWICK
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>M. Audhali</i> Date 2/10/11

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

as required by
section 21(3) of
the Companies
Act 1976

delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature *A.S. Audhali* [Subscriber] [Agent]† Date 2/10/11

M.S. Audhali

Signature *M. Audhali* [Subscriber] [Agent]† Date 2/10/11

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CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1597714

I hereby certify that

A.S. AUDHALI FARM GATE FRESH POULTRY LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 13TH NOVEMBER 1981

A handwritten signature in cursive script, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies