



00127544

## The Companies Act (Northern Ireland), 1960.

COMPANY LIMITED BY SHARES

## Articles of Association

OF

DANIEL P. HALE &amp; CO. (FRUIT IMPORTERS) LIMITED

*Private Company  
Trade & Finance  
Head Office 15*PRELIMINARY

1. The Company shall be a private Company within the meaning of the Companies Act (Northern Ireland), 1960; and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the first Schedule to the Companies Act (Northern Ireland), 1960 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 52, 55, 60, 73, 77, 86 (2), and 86 (4), 90, 91, 92, 93, 94, and 129 shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2, of Part II of Table A and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the case of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the Appointment of and" shall be omitted in regulation 54 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 59 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. 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 paragraphs (2) and (4) of regulation 86 of Table A Part I, shall not apply to the Company.

13. The office of a Director shall be vacated :-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 179 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 175 of the Act.

#### BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 81 of Part I of Table A shall be omitted from the words "so however" to the end.

#### SEAL

15. In regulation 115 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

#### INDEMNITY

16. Subject to the provisions of Section 196 of the Companies Act (Northern Ireland), 1960, and in addition to such indemnity as is contained in regulation 138 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

17. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the company, or any subsidiary of the company, or to any person who is, or has been a Director or other officer of the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any Association or Fund which they consider to be for the benefit of the Company or any such subsidiary or any such person as aforesaid, and make payments for or towards any hospital or scholastic expenses or any insurance of any such person. Provided that any Director shall be entitled to retain any benefit received by him hereunder, subject only, where the Act requires, to proper disclosure to the members and the approval of the Company in General Meeting.

#### SECRETARY

18. The first Secretary of the Company shall be :-

D.M. Kana

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

DANIEL P. HALE  
FRUIT IMPORTER  
29 NEWFORGE LANE  
BELFAST. 9

*Daniel P. Hale*

MRS. RITA M.T. HALE  
HOUSEWIFE  
29 NEWFORGE LANE  
BELFAST. 9

*Rita Hale*

Dated this 31st day of December 1974

Witness to the above Signatures :-

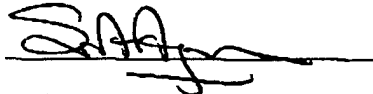
HUGH H. RAFFERTY  
CHARTERED ACCOUNTANT  
484 ANTRIM ROAD  
BELFAST 15

*Mafferty*

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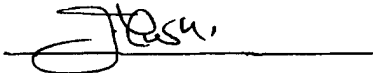
*Adams*

- (ii) 356,000 redeemable convertible preference "A" shares of £1 each



On behalf of United Dairy Farmers Limited

- (i) 1,200,000 ordinary shares of £1 each  
(ii) 356,000 redeemable convertible preference "B" shares of £1 each



On behalf of Andrews Holdings Limited

Dated this 17<sup>th</sup> day of September 2003