

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION

- OF -

WINEWORLD LONDON PLC
Incorporated 18th November 1991
No of Company: 2663676



Certified as a true copy
[Signature]
[Signature]
Company Secretary
17/3/97

REICHMANN & WING LIMITED
Regis House, 134 Percival Road, Enfield, Middx EN1 1QU
Tel: 0181 363 4382
0181 363 7387



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THE COMPANIES ACTS 1985 to 1989

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

WINEWORLD LONDON PLC

1. The name of the Company is "WINEWORLD LONDON PLC".
2. The Company is a Public Limited Company.
3. The Registered Office of the Company will be situated in England and Wales.
4. The objects for which the Company is established are:-
 - (a) To carry on business as proprietors of a museum of wine and to display and demonstrate wine producing techniques and to create and promote a permanent trade exposition centre for the international wine industry in London; to carry on business as proprietors of wine tasting clubs, wine bars, licensed and unlicensed clubs, public houses, hotels, motels, guest houses, restaurants, cafes, snack bars, coffee bars, take away food shops, ice cream parlours and tea rooms and to undertake general catering on a bar, self service, waiter or waitress system and also to undertake private catering for parties and gatherings either on or away from the premises operated by the Company.
 - (b) To act as importers, exporters, shippers, storers of, distributors, wholesalers, retailers and mail order dealers in sherries, ports, fortified wines, red, white and rose wines, beers, lagers, spirits and ciders and to enter into contracts with producers and other persons, firms and companies in the United Kingdom and abroad in relation to the purchase and supply of casked and bottled wines, beers, spirits and ciders; to distribute the same to wine bars, off licenses, public houses, hotels, motels, restaurants and other catering establishments and places of refreshment; to set up, establish and operate bars; to deal in equipment and appliances for the making of home made wine and beers and generally to conduct all activities associated with the business of the importing, exporting, shipping, storage and sale of wines, sherries, beers, lagers and spirits.
 - (c) To carry on business as proprietors of off-licences and retailers and dealers in canned, bottled and barrelled beers, spirits, liquors, sherries, wines, mineral waters, fruit juices, lemonades, apertifs and allied drinks and to deal in all cigarettes, tobacco, smokers requisites, sweets, chocolates and confectionery, newspapers, magazines, periodicals, books, greeting cards, toys, novelties, souvenirs, fancy goods and stationery.

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.
- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.

- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company or by both such methods the performance of any contract or obligation of any person, firm or company whatsoever.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.
- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business.
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependants and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade

societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.

(w)To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.

(x)To distribute any property in specie among the members of the Company.

(y)To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

5. The liability of the members is limited.
6. The Share Capital of the Company is £10,000,000 divided into 40,000,000 shares of £0.25 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum 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 the Subscribers

Number of Shares taken
by each Subscriber

Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

One Ordinary Share

Company Registration Agents

Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

One Ordinary Share

Anglo-Japanese Consultants

Total Shares Taken:-

Two Ordinary Shares

Dated the 4th day of November, 1991

Witness to the above signatures:-

Ian Michael Cheffins
Temple House
20 Holywell Row
London EC2A 4JB

THE COMPANIES ACTS 1985 TO 1989

A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

WINEWORLD LONDON PLC

PRELIMINARY

1. The Company is a Public Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company may offer to the public (whether for cash or otherwise) shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public. References in these Articles to 'the Act' are references to the Companies Acts 1985 to 1989.
2. Subject as hereinafter provided the Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company.
3. The following Regulations of the said Table 'A' shall not apply to this Company videlicet:- 24, 46, 47, 50, 64 to 69, 73, 74, 75, 76, 77, 78, the second and third sentences of Regulation 79 and Regulations 81, 94 and 95.

CAPITAL

4. (a) The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the Company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.

(b) The Directors of the Company shall have the power to convert all or any of the unissued Ordinary Shares that are for the time being comprised in the authorised share capital of the Company into Ordinary Redeemable Employee Shares.

(c) The said Ordinary Redeemable Employee Shares shall be redeemable only at the option of the Company but the Directors of the Company shall immediately before the allotment of such shares specify the date on which or by which such Ordinary Redeemable Employee Shares are to be or may be redeemed but failing the Directors so determining such date immediately before allotment of such shares they shall be

redeemable on the day which is eighty years from the date of allotment of the said Ordinary Redeemable Employee Shares. All Ordinary Redeemable Employee Shares shall be redeemable at par or at such higher value as the Board of Directors of the Company may in compliance with the Act determine at the time of issue of the Ordinary Redeemable Employee Shares.

(d) The Directors power to allot Ordinary Redeemable Employee Shares shall only be exercised in favour of a person or persons who shall at the date of such allotment, hold a written contract of employment with or be an officer of the Company. The Directors of the Company shall also have the power to impose such additional conditions relating to the holding of Ordinary Redeemable Employee Shares of the Company and to amend, alter or add to such conditions as subject to the provisions of the Act they shall from time to time think fit.

5. (a) Subject to Chapter VII of the Act, and to Regulation 12, the Company may purchase its own shares (including redeemable shares) out of distributable profits.

(b) Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

6. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

7. The lien conferred to by Regulation 8 of Table 'A' shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) 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 (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof 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 shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

8. (a) A Member desiring to transfer his Ordinary Redeemable Employee Shares shall be entitled to transfer them to the Company pursuant to Article 6(a) if the Company has agreed to purchase such shares. A holder of Ordinary Redeemable Employee Shares ceasing to be an employee or officer of the Company for any reason whatsoever shall be deemed to have given notice to the Directors of the Company that he is desirous of transferring all Ordinary Redeemable Employee Shares on such date registered in his name and accordingly he shall also be entitled and be required to transfer such shares at the direction of the Directors of the Company pursuant to Article 9 (c)(i) and (ii). Pending redemption a member shall not otherwise transfer his Ordinary Redeemable Employee Shares.

(b) Except in the case of an original subscriber who shall be free to transfer his share without the requirement to first give a transfer notice as hereinafter provided, a member desiring to transfer his Ordinary Shares (not being Ordinary Redeemable Employee Shares) otherwise than to the Company pursuant to Article 6(a) hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders holding that class of shares in the Company giving particulars of the shares in question, hereinafter referred to as a Transfer Notice. The Directors as agent for the member giving such notice may dispose of such shares or any of them to the existing Ordinary Shareholders of the Company in a direct and pro rate proportion to their existing holdings of that class at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. The transferor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the transfer notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the transferor. If within 28 days the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions the but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefor decline to register any such transfer whether or not it is in respect of a fully paid up share or shares. If a person shall become entitled to any shares by reason of the death or bankruptcy or liquidation of a member the Directors may in their discretion deem such member or former member to have given a transfer notice in respect of all his shares.

(c)(i) Where a member ceases to be an employee or officer of the Company and is deemed to have given notice to the Company that he is desirous of transferring all Ordinary Redeemable Employee Shares then

registered in his name, the Directors shall be entitled to nominate another employee or officer of the Company or the Company itself to purchase the members Ordinary Redeemable Employee Shares in question at par value or such other value as the Company and the member in writing agree within 21 days from the date that member ceased to be an employee or officer of the Company. On the Company making such nomination and the transfer value being determined as aforesaid the member shall transfer his Ordinary Redeemable Employee Shares to such person or the Company at that value.

(c)(ii) If the member or former member or other person shall fail to comply with paragraph (i) above within 28 days from the nomination of the purchaser by the Directors, the Company may receive the purchase money on his behalf, and the Directors may authorise some person to execute a transfer of such shares in favour of the purchase. The receipt of the Company for the purchase price shall be a good discharge to the purchaser, and after the purchaser's name has been entered in the Register of Members he shall become indefeasibly entitled thereto and the validity of the proceedings shall not be questioned by any person. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the transferor.

PROCEEDINGS AT GENERAL MEETINGS

9. At any General Meeting a Resolution put to the vote of the Meetings shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member present in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

10. The Directors of the Company shall not be subject to any maximum but if and so long as there are two Directors, such Directors may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally and Regulation 90 shall be modified accordingly. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Directors accordingly. A Director need not hold shares in the Company and no Director shall be subject to retirement by rotation.
11. The Company shall not be subject to section 293 of the Act and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

12. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote.
13. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

14. The first Secretary to the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the incorporation of the Company and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS

15. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking, property or uncalled capital, or any part thereof, and subject to section 80 of the Act 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.

ALTERNATE DIRECTORS

16. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

EXECUTIVE DIRECTORS

17. (a) The Directors may from time to time appoint to the office of Executive Director any employee or shareholder of the Company. The number of Executive Directors shall not exceed the number of Directors for the time being of the Company and shall have such duties and powers as the Directors may from time to time determine. An Executive Director shall be required to hold at least 1,000 shares to be acquired within 90 days of taking office". The Executive Directors shall not be entitled to notice of or to attend at Meetings of the Directors except in cases where the Directors resolve that their presence is required and they shall not vote on any resolution submitted to a Meeting of the Directors other than a resolution on which the Meeting decides that they shall be allowed to vote. The appointment of an Executive Director shall not constitute him as a Director within the meaning of the expression 'Director' as defined in the Companies Act, 1985, or for the purposes of Table A or these Articles, and he shall remain at all times and in all respects subject to the control of the Directors and he may at any time be removed or suspended from office by the Directors.
- (b) An Executive Director may be paid out of the funds of the Company such remuneration (if any) for his services as an Executive Director as the Directors shall from time to time determine in addition to his remuneration for his other employment with the Company.
- (c) An Executive Director appointed hereunder may be described by the Company as an Associate Director, or a Technical, Works, Sales or Special Director or by any other name the Directors should so specify.

INDEMNITY

18. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties in relation thereto.

DISQUALIFICATION OF DIRECTORS

19. 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 ceases to be a Director by virtue of Section 291 of the Act,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 295 to 300 of the Act,
- (6) If he is removed from office by a resolution duly passed under Section 303 of the Act.

**Names, Addresses and Descriptions
of the Subscribers**

**Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB**

Company Registration Agents

**Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB**

Anglo-Japanese Consultants

Dated the 4th day of November, 1991

Witness to the above signatures:-

**Ian Michael Cheffins
Temple House
20 Holywell Row
London EC2A 4JB**