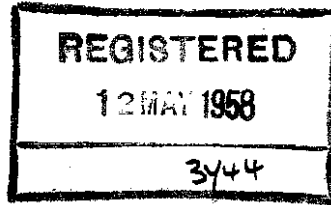


10/2 SD N.J 4069



L2 CR.

THE COMPANIES ACT (NORTHERN IRELAND), 1932

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ASSOCIATED EGG PACKERS (N.I.) LIMITED

- ✓ 1. The name of the Company is Associated Egg Packers (N.I.) Limited.
- ✓ 2. The registered office of the Company will be situate in Northern Ireland.
3. The objects for which the Company is established are:
 - (a) To carry on the business of egg packers.
 - (b) To carry on all or any of the businesses of producers, processors, distributors, merchants of, and dealers in, eggs and poultry.
 - (c) To carry on all or any of the businesses of millers, market gardeners, fruit growers, graziers, dairy farmers and farming in all its branches.
 - (d) To carry on all or any of the businesses of merchants of, and dealers in, cattle, pigs, and dairy, agricultural and horticultural produce of all kinds.
 - (e) To carry on all or any of the businesses of producers, manufacturers, merchants of, and dealers in, human and animal foodstuffs and provisions (whether solid or liquid) of every kind and description.

- (f) To carry on all or any of the businesses of manufacturers and merchants of, and dealers in, machines, implements, containers, cartons, and all kinds of equipment and materials used for or in connection with any of the businesses referred to in sub-clauses (a) to (e) inclusive of this clause.
- (g) To carry on all or any of the businesses specified or referred to in sub-clauses (a) to (f) inclusive of this clause either as principals or as agents and either in connection therewith or as distinct and separate businesses all or any of the businesses of exporters, importers, brokers, factors, haulage contractors, carriers, warehousemen, wholesale and retail merchants of and dealers in all or any of the goods, produce or articles specified in the said sub-clauses or analagous thereto or which may be required for the purposes of any of the said businesses.
- (h) To carry on any other business whatsoever (whether manufacturing or otherwise) which may seem to the Company capable of being carried on conveniently or profitably in connection with any of the businesses mentioned in sub-clauses (a) to (g) inclusive of this clause or which is, in the opinion of the Company, calculated directly or indirectly to benefit or develop any business of the Company or to enhance the value of or render more profitable any of the Company's property, rights or interests.
- (i) To take or otherwise acquire and hold shares debentures or debenture stock in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company or possessed of property suitable for the purposes of the Company.
- (j) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm 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.
- (k) To promote in the United Kingdom or elsewhere any company for the purpose of acquiring the whole or any part of the business or property or undertaking the liability of the Company or for any purpose calculated to benefit the Company or to enhance the value of any property or business of the Company or of any other company in which the Company has a controlling or other interest and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, stock or securities of any company so promoted.

- (i) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions or co-operation with any person, firm or company carrying on, engaged in, or about to carry on or engage in, any business or transaction with the Company is authorised to carry on or engage in, or any business or transaction which in the opinion of the Company is capable of being carried on so as directly or indirectly to benefit the Company and to subsidise or otherwise assist any such person, firm or company.
- (m) To hold, sell, re-issue, with or without guarantee, or otherwise deal with any shares, stock or securities acquired by the Company and to sell or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular for shares, stock or securities of any company purchasing the same.
- (n) To apply for, purchase, or otherwise acquire, whether in the United Kingdom or elsewhere, any patents, licences, rights and the like and any secret or other information as to any invention which may appear to the Company capable of being used for any of the purposes of the Company or calculated, directly or indirectly, to benefit the Company and to use, exercise, develop and grant licences in respect of, or by experimenting, testing and improving or seeking to improve or otherwise to turn to account, any patents, rights and information so acquired or which the Company may propose to acquire.
- (o) To purchase, take on lease, in fee farm, in exchange or on hire or otherwise acquire any real or leasehold property or any personal property, rights or privileges which the Company may think suitable or convenient for any purpose of the Company or calculated to benefit the Company.
- (p) To construct, maintain, alter, enlarge, pull down and remove or replace any buildings, houses, offices, mills, factories or other works on lands of the Company and to develop, turn to account, cultivate, farm or otherwise deal with lands of the Company.
- (q) To sell, let on lease or in fee farm with or without a fine, mortgage, charge, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (r) To invest and deal with the moneys of the Company not immediately required upon such securities or in such manner as may from time to time be determined.

- (s) To pay for any property, assets, rights, stock, shares or securities or interests acquired by the Company either in cash or in stock or shares, debentures or other securities of the Company or by the transference of any stock, shares, debentures or other securities held by the Company or any assets of the Company, or partly in one way and partly in another.
- (t) To lend money to such persons and companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to give guarantees or become surety for any such persons and companies.
- (u) To borrow, or raise, or secure the payment of money and to secure the performance by the Company of any obligation or liability it may undertake in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon the whole or any part of the Company's property or assets (both present and future) including its uncalled capital.
- (v) To draw, make, accept, endorse, discount, execute, issue and deal in promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (w) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (x) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any companies, firms or persons, that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, company, firm or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions and to oppose the grant of any such rights, privileges or concessions to others.
- (y) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, and any company promoted or formed by the Company or any company in which the Company or its shareholders is or are or may contemplate being interested, 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, debentures, debenture stock or securities of the Company or any other such company.

- (z) To establish and maintain or procure the establishment and maintenance of, or to participate or join in, any non-contributory or contributory pension or superannuation fund or scheme for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (aa) To undertake and execute any trusts the undertaking of which may seem desirable and either gratuitously or otherwise.
- (bb) To procure the Company to be registered or recognised in Great Britain the Republic of Ireland or any dominion or colony or dependancy and in any foreign country or place.
- (cc) To distribute among the members of the Company in kind any property of the Company and in particular any shares, debentures, debenture stock or securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (dd) To do in any part of the world all or any of the things which the Company is authorised to do and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (ee) To do all such things as may be deemed by the Company to be incidental or conducive to the attainment of the above objects or any of them, and it is hereby declared that the word

"company" throughout each of the foregoing sub-clauses, except when referring to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether situated in Northern Ireland or elsewhere.

It is hereby expressly declared that the objects and powers set forth in any sub-clause of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the contents or terms set forth in any other sub-clause of this clause.

- ✓ 4. The liability of the members is limited.
- ✓ 5. The share capital of the Company is £100 divided into 100 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 Ordinary Shares taken by each Subscriber. |
|---|---|
| <p><i>Elizabeth Helen Jack,</i> <i>7 Donegall Square West,</i> <i>Belfast.</i> <i>Shorthand-Typist</i></p> <p><i>Anne Dunbar Huey,</i> <i>4, Donegall Square West</i> <i>Belfast.</i> <i>Book - Keeper.</i></p> | <p><i>One</i></p> <p><i>One.</i></p> |
| Total Shares taken— | <i>Two</i> |

Dated the *12th* day of *May* 1958.

Witness to the above signatures:

W. H. H. H.
7 Donegall Square West Belfast
Witness