

Company number: SC068798

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**BAXTERS OF SPEYSIDE LIMITED (the "Company")**

Circulation Date:- 26<sup>th</sup> February 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as special resolutions (together, the "Special Resolutions").

**SPECIAL RESOLUTIONS**

- 1 That the regulations set out in the printed document attached hereto and signed for the purposes of identification by a director of the Company be approved and adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.
- 2 That, conditionally and forthwith upon resolution 1 being passed as a special resolution of the Company, in accordance with sections 641-647 of the Companies Act 2006, the directors of the Company having made a Statutory Solvency Statement in the form annexed hereto, the Company's capital be reduced

from £100,000 divided into 100,000 Ordinary Shares of £1 each, all of which are in issue and are fully paid and held by the Company's parent company, Baxters Food Group Limited ("BFG");

to £1 divided into 1 Ordinary Shares of £1, which is issued and fully paid:-

by returning to BFG the paid up capital of £1 each on 99,999 fully paid Ordinary Shares of £1 each and cancelling and extinguishing the said 99,999 Ordinary Shares of £1 each.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the above Special Resolutions.

The undersigned, a person entitled to vote on the Special Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by



Alastair Stewart, Director, for and on behalf of BAXTERS FOOD GROUP LIMITED

Date

26 February 2010

THURSDAY



\*S8DY5175\*

SCT 11/03/2010 1096  
COMPANIES HOUSE

**NOTES**

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either:-
  - a. by hand or by post to Peter McLuckie, Highfield House, Fochabers, Moray, IV32 7LD;
  - b. by fax to fax number 01343 820286, marked for the attention of Peter McLuckie; or
  - c. by e-mailing a scanned copy to Peter.McLuckie@baxters.co.uk

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by the date 28 days from the Circulation Date (inclusive), sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

ARTICLES OF ASSOCIATION  
of  
BAXTERS OF SPEYSIDE LIMITED

FEBRUARY 2010

**MORTON FRASER<sup>®</sup>**  
SOLUTIONS

COMPANIES ACTS  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES of ASSOCIATION  
of  
BAXTERS OF SPEYSIDE LIMITED (the "**Company**")

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**PRELIMINARY MATTERS**

**1**     Defined Terms

1.1     In these Articles, unless the context requires otherwise:-

      "**Act**" means the Companies Act 2006.

      "**Articles**" means these Articles of Association.

      "**Companies Acts**" means the Companies Acts (as defined in section 2 of the Act) in so far as they apply to the Company.

      "**Director**" means a director of the Company and includes any person occupying the position of director, by whatever name called.

      "**Shares**" means shares in the Company.

      "**Shareholder**" means a person whose name is entered in the Company's Register of Members as a holder of Shares.

1.2     Unless the context requires otherwise, words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company.

**2**     Model Articles

2.1     The Model Articles for Private Companies Limited by Shares as prescribed under section 19 of the Act by the Companies (Model Articles) Regulations 2008, as amended, and in force at the date of adoption of these Articles (the "**Model Articles**") shall apply to the Company save in so far as modified or excluded in these Articles.

2.2     The following provisions of the Model Articles shall not apply to the Company:-

      2.2.1     Article 13 (Chairman's casting vote);

      2.2.2     Article 14 (Conflicts of Interest);

      2.2.3     Article 15 (Records of decisions to be kept); and

2.3     The following provisions of the Model Articles shall be modified as undernoted:-

      2.3.1     The following wording shall be deleted from Articles 31(1)(a)-(c):

*"or as the directors may otherwise decide"; and*

2.3.2 the following wording shall be deleted from Article 31(1)(d):

*"or by such other means as the directors decide"*

2.4 In the event of any conflict between any provision of these Articles and the Model Articles, the provision of these Articles shall apply to the exclusion of the conflicting provision.

### 3 Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

### 4 Name of Company

The name of the Company is "Baxters of Speyside Limited".

### 5 Registered Office

The registered office of the Company is to be situated in Scotland.

### 6 Objects

The objects of the Company are unrestricted.

## **DIRECTORS**

### 7 No limitation as to number

Unless and until the Company by ordinary resolution shall otherwise determine, there shall not be any limitation as to the number of Directors. 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 the Model Articles.

### 8 No casting vote for chairman

The chairman of Directors' meetings shall not have a casting vote.

### 9 Duties and interests of Directors

9.1 A Director, notwithstanding his office, may:

9.1.1 be a director of, employee of, or otherwise interested in, any body corporate (i) which is a shareholder in the Company or a holding company or subsidiary of any such shareholder or (ii) in which the Company is otherwise (directly or indirectly) interested;

9.1.2 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

9.1.3 be a party to, or otherwise interested in, any transaction or arrangement with the Company provided that (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 apply) he shall be required to disclose to the board the nature and extent of his interest. Any such disclosure may be

made at a meeting of the board by notice in writing or by general notice or otherwise in accordance with section 177 of the Act.

- 9.2 Without prejudice to his duties of disclosure under the Act or these Articles, a director may be counted as participating in the decision-making process for quorum, voting or agreement purposes at any meeting of the directors (or committee of the directors) concerning a transaction or arrangement with the Company or any other matter relating to the Company, notwithstanding that he is interested in that transaction, arrangement or matter.
- 9.3 For the purposes of section 175 of the Act (conflicts of interest), the board may authorise any matter proposed to it in accordance with these Articles which would, if not so authorised, involve a breach of duty by a director under that section including, without limitation, any matter which relates to a situation in which a director has, or might have, an interest which conflicts or might conflict with the interests of the Company.

10 Secretary


Subject to the provisions of the Act, the Directors may decide from time to time whether the Company should have a Secretary and, if they so decide, the Secretary shall be appointed by the directors for such term, on such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

11 Minutes

- 11.1 The Directors shall cause minutes to be made in books kept for the purpose:
- 11.1.1 of all appointments of officers made by the Directors; and
  - 11.1.2 of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.
- 11.2 The Directors shall ensure that the Company retains minutes of Directors' meetings for at least 10 years from the date of the meeting.

**GOVERNING LAW**

- 12 These Articles shall be governed by and construed in accordance with the Law of Scotland and the Company, its officers and its members from time to time prorogate the non-exclusive jurisdiction of the Scottish Courts.

NAMES, ADDRESSES AND DESCRIPTIONS of SUBSCRIBERS	NUMBER OF SHARES taken by each SUBSCRIBER
Baxters Food Group Limited Highfield House Fochabers Moray	100,000 Ordinary Shares of £1 each
Andrew Baxter, director, on behalf of Baxters of Speyside Limited 	

Dated this 26<sup>th</sup> day of February 2010

WITNESS to the above signature:-



Peter McLuckie, Company Secretary  
Highfield House  
Fochabers  
Moray