

The Companies Acts 1862 to 1886

and

The Companies Acts 1985 and 1989

A PUBLIC COMPANY LIMITED BY SHARES

Memorandum of Association

of

THE HEAVITREE BREWERY PLC

- 1 The name of the Company is "THE HEAVITREE BREWERY PLC".
- 2 The Company is to be a public company.
- 3 The Registered Office of the Company will be situate in England.
- 4 The objects for which the Company is established are:
 - (A) To enter into and to carry into effect an agreement which has already been engrossed, and is expressed to be made between Ernest Wilkinson Birkett of the one part, and the Company of the other part (a copy of which agreement has, for the purpose of identification, been endorsed with the signatures of Frederic George Painter and John Headon Stanbury, two of the subscribers hereto), and to carry on and develop the business mentioned in that agreement.
 - (B) To acquire, by purchase or otherwise, any brewery business or trade, or maltsters' business or trade, and all or any part of the assets of or property belonging to or used in for any of the purposes of such business or trade.
 - (C) To carry on the business of brewers, maltsters, corn merchants, hop merchants, distillers, wine and spirit merchants and importers, manufacturers of and dealers in aerated and mineral waters, and of other drinks, cask and bottle makers, coopers, licensed victuallers, hotel keepers, beer and public house keepers, restaurant and lodging house keepers, manufacturers of and dealers in gas, and residual and other products obtained in the manufacture of gas, farmers, dairymen, ice merchants, tobacconists, and dealers in tea and coffee, and other commodities commonly sold by keepers of hotels, beer houses, public houses, restaurants and lodging houses, waterworks proprietors, and any other businesses or operations (whether manufacturing or otherwise) which may be conveniently carried on in connection with or deemed by the Company auxiliary to any of its objects, or calculated directly or indirectly to conduce to or promote any of its objects.

- (D) To acquire by purchase or otherwise, and to use, protect, prolong and grant licences to use in the United Kingdom or elsewhere, any patents, patent rights, licences, concessions, grants, inventions, improvements, or secret or other processes, which may be deemed by the Company useful, or capable of being used for or in connection with any of the purposes of the Company, and, in particular, to obtain any excise licences.
- (E) To acquire by purchase or otherwise lands, public houses, inns, hotels, taverns, beer houses, beer shops and other hereditaments, plan erections of any kind of machinery, locomotives, wagons, carts, horses, tramways, railways, telegraphs, telephones and other electrical appliances, docks, wharves, warehouses, steamers, barges and other vessels, and property of every or any kind not falling within any of the particular descriptions hereinbefore contained, so far as the same may be deemed necessary or expedient for or in connection with its prospective business or requirements.
- (F) To receive from customers of the Company and others money on deposit or otherwise, and to act as bankers or otherwise in relation thereto.
- (G) To lend money from time to time in such sums, and either with or without mortgage or other securities of or upon any description of real or personal property, at such rates of interest, and generally on such terms and in such manner as may be deemed expedient, and in particular to customers of and persons having dealings with the Company.
- (H) To build on, improve and lay out for building purposes, let on building or other leases, and either on rents or for sums in gross, or otherwise develop, or use any lands of the Company in such manner as the Company may deem expedient.
- (I) To undertake and carry into effect all such financial, commercial, trading, and other operations in connection with any of the purposes or objects of the Company as may be deemed expedient.
- (J) To invest the moneys of the Company not immediately required upon such securities as from time to time may be determined.
- (K) To establish agencies in any portion of the United Kingdom or elsewhere, and to regulate and discontinue the same, or to act as agents for others.
- (L) To construct, maintain, improve, manage, work, control, and superintend any roads, ways, tramways, railway branches or sidings, bridges, reservoirs, water works, water courses, wells, sluices, wharves, hydraulic works, breweries, malt houses, ice-making works, gas works, factories, warehouses and other works and conveniences which may be deemed by the Company necessary or desirable for or directly or indirectly conducive to any of the Company's purposes or objects, and to contribute to, subsidise or otherwise assist or take part in any such operations.
- (M) To guarantee the performance of contracts by Members of or persons having dealings with the Company.
- (N) To pay for any business or property acquired by the Company, either in cash or in shares, debenture, debenture stock, or other stock or securities of the Company as may be deemed expedient.

- (O) To provide for the welfare of persons who, for the time being, shall be or shall at any time have been in the employment of the Company, or shall have been formerly engaged in any business acquired by the Company, and the wives, widows and families of such persons by grants of money, pensions or other payments, and by providing or subscribing to places of worship, schools, places of recreation, hospitals, dispensaries, medical and other attendance, and other assistance as the Company shall think fit, and to form, subscribe to, or otherwise aid religious, benevolent, provident, scientific, educational, national or other institutions, associations or objects which may be deemed by the Company to have any moral or other claims to support or aid by reason of the locality of its operations or otherwise.
- (P) To establish, maintain and manage either separately or in conjunction with any other Company, provident institutions and savings' banks, for the benefit of the Company's officers and servants, and from time to time to contribute to the funds thereof from the funds of the Company, and from time to time to make, with the members of any such institution or bank, and to carry into effect any contract that may be necessary or convenient in respect of such establishment, maintenance and management, and in respect of such contribution and otherwise in relation to any such provident institution or savings' bank.
- (Q) To take or otherwise acquire and hold shares, stocks, debentures, debenture stock or any other interest in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, and to promote any other company having such objects or formed for the purpose of acquiring and undertaking all or any of the property and liabilities of this Company.
- (R) To amalgamate with, buy up the undertaking or property of, and make and carry into effect any arrangements for union of interests with any other corporation, or any firm or person having any object or carrying on any business similar to any one or more of the objects or businesses of this Company, and to make any payment incidental to any such amalgamation, buying up or arrangement, either with money or shares, fully paid up or otherwise of this Company or with debentures or debenture stock or other securities of this Company, or partly in any one and partly in any other of the foregoing ways, and to give to any such corporation, or to the proprietors of any such undertaking, any indemnity or guarantee for the payment of interest or otherwise as the Company may deem advisable.
- (S) To borrow or raise money for any of the purposes of the Company in such manner as the Company shall think fit, and in particular upon mortgage of any property of the Company or by the issue of debentures or debenture stock (perpetual or terminable), charging all or any of the Company's property, both present and future, including uncalled capital, or upon the bonds, bills, notes or other security of the Company, or to make, accept, endorse and execute bills of exchange, promissory notes and other negotiable instruments.
- (T) To sell, lease, enfranchise, let out for hire, exchange or otherwise dispose of, or part with absolutely, conditionally, or for any temporary or limited interest, the undertaking of the Company or any part thereof, or any of the property, rights or privileges of the Company on such terms and in such manner as the Company may think fit and in particular to