

Company Number: 00970351

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**RESOLUTIONS
OF
TATE & LYLE INTERNATIONAL FINANCE PLC**

Passed on 11 November 2004

At an extraordinary general meeting of the Company, duly convened and held on 11 November 2004 at Sugar Quay, Lower Thames Street, London EC3R 6DQ, the following resolutions were duly passed:-

SPECIAL RESOLUTIONS

THAT the Articles of Association of the Company be altered as follows:-

1. The following shall be deleted from Article 9:-

“but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution.”

2. There shall be added as a new Article 17 the following:-

“Subject to the provisions of these Articles, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. Notice of a meeting of Directors shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address (including an address for electronic communications) given by him to the Company for this purpose.”

3. There shall be added as a new Article 18 the following:

“The Directors may elect one of their number as a chairman and one of their number to be the deputy chairman and determine the period for which each is to hold office (and may at any time remove either from office). If no chairman or deputy chairman shall have been appointed, or if at any meeting neither be present within thirty minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.”

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4. There shall be added as a new Article 22 the following:-

"Any Director or his alternate may validly participate in a meeting of the Directors or a committee of the Directors through the medium of conference telephone or other form of communication equipment provided that all persons participating in the meeting are able to hear and speak or otherwise receive and respond in real time to communications of each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and entitled to vote.

Subject to the Statutes, all business transacted in such manner by the Directors or a committee of the Directors shall for the purposes of these Articles be deemed to be valid and effectively transacted at a meeting of the Directors or a committee notwithstanding that fewer than two Directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is."

5. There shall be added as a new Article 23 the following:-

"The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and, unless so fixed at any other number, shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers, authorities and discretions for the time being vested in or exercisable by the Directors."

and the existing Articles 17 through to 25 shall be renumbered accordingly.


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CHAIRMAN

970351
CFD
180311

THE COMPANIES ACTS 1948 TO 1967
AND
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(Amended by Special Resolutions passed on 11 January 1989
and 14 March 1991)

OF

TATE & LYLE INTERNATIONAL FINANCE PLC

- 1 The name of the Company is Tate & Lyle International Finance 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 carry on the business of banking, and to transact and do all matters and things incidental thereto or which may, at any time thereafter at any place where the Company shall carry on business, be usual in connection with the business of banking or dealing in money or securities for money, including (without limiting the generality of the foregoing) the borrowing, raising or taking up of money, lending or advancing of money, securities and property.

Note: The name of the Company was registered as The Pure Cane Molasses Company Limited but by Special Resolution and the approval of the Secretary of State was changed to Tate & Lyle International



Limited and subsequently changed by Special Resolution to Tate & Lyle International Finance Limited.

(b) The issuing, discounting, buying, holding for investment or otherwise, selling and dealing in investments of all kinds including (without limiting the generality of the foregoing) bills of exchange, promissory notes, commercial paper, deposit receipts, coupons, drafts, bills of lading, warrants, debentures, currency swap contracts, interest rate swap contracts, option contracts, forward interest rate agreements, certificates, scrip and other instruments and securities, whether transferable, negotiable or otherwise.

(c) The granting and issuing of letters of credit and circular notes, buying, selling, holding and dealing in foreign exchange, currency, bullion specie and precious metals, negotiating loans, credits and advances, credit guarantees or credit insurance, the receiving of securities, property and valuables of any description whatsoever on deposit or for safe custody or otherwise, collecting and transmitting money and securities.

(d) To carry on the business of obtaining, receiving and holding money in any deposit, current or savings account or otherwise (whether expressed in sterling or other currencies) or in any other manner whatsoever and whether at interest or otherwise, and of utilising and turning the same to account in any manner thought fit, and the issuing of cheques or any other means of any description whatsoever to provide facilities for the withdrawal or transfer thereof.

(e) To finance or assist in financing the sale of any real or personal property of all and every kind and description by way of hire purchase, instalment finance or deferred payment or otherwise, and to institute, enter into, carry on, subsidise, finance or assist in subsidising or financing the sale and maintenance of any real or personal property of all and every kind and description upon any

terms whatsoever, to acquire and discount hire purchase or other agreements, or any rights thereunder, whether proprietary or contractual and to acquire by assignment or otherwise debts due and owing to any person or company and to collect such debts.

(f) To provide managerial, advisory, consultancy, financial and data processing services of all descriptions and generally the transaction of every kind of mercantile, property or agency business which may lawfully be transacted by banks and finance houses.

(g) To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.

(h) To purchase or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to carry on all kinds of research work.

(i) To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.

(j) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(k) To promote or join in the promotion of any company whether or not having objects similar to those of the Company.

(l) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and to the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other securities of any description.

(m) To guarantee or give indemnities or provide security whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

(n) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

(o) To sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities whether fully or partly paid up.

(p) To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.

(q) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

(r) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and to the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any other such company; and to make payments for or towards the insurance of any such persons.

(s) To establish and maintain, and to contribute to any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or

associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

(t) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of a reduction of capital, all or any of the property or assets of the Company or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

(u) To do all or any of the things or matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.

(v) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

5 The liability of the members is limited.

6 The Company's share capital is £10 million divided into 10,000,000 Ordinary shares of £1 each.

N.B. By ordinary resolution passed on 23 January 1975 the Capital of the Company was increased from £100 to £1,000,000 by the creation of 999,900 new shares of £1 each and by ordinary resolution passed on 23 May 1989 the Capital of the Company was increased from £1,000,000 to £10,000,000 by the creation of 9,000,000 new shares of £1 each.

WE, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares Taken by each Subscriber
LINDA C ROSE, Barrington House, 59/67 Gresham Street, London EC2. Secretary	One
JUDITH VALLINS, Barrington House, 59/67 Gresham Street, London EC2. Secretary	One
Total Shares Taken	Two

DATED the 7th day of January 1970.

WITNESS to the above Signatures:-

MARK D KNIGHT,
Barrington House,
59/67 Gresham Street, London EC2.
Solicitor

THE COMPANIES ACTS 1948 TO 1967

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 11 January 1989
and amended by Special Resolution passed 14 March 1991)
OF

TATE & LYLE INTERNATIONAL FINANCE PLC

PRELIMINARY

1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations are to regulations in the said Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

SHARE CAPITAL

2 The share capital of the Company at the date of the adoption of these Articles is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each. (1)

(1) By ordinary resolution passed on 23 January 1975 the Capital of the Company was increased from £100 to £1,000,000 by the creation of 999,900 new shares of £1 each and by ordinary resolution passed on 23 May 1989 the Capital of the Company was increased from £1,000,000 to £10,000,000 by the creation of 9,000,000 new shares of £1 each.

3 Subject to the provisions of the Act, all unissued 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 terms as they think proper.

TRANSFER OF SHARES

4 An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 23 shall be modified accordingly.

5 Subject to the provisions of regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS

6 Two members present in person or by proxy shall be a quorum at any General Meeting.

7 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

8 Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the

meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the place of the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 60, 61 and 62 shall not apply.

9 A resolution in writing signed by the holders of not less than 90 per cent. in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

10 Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 64 shall not apply.

11 A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

12 The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all

such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulations 82 and 83 shall not apply.

13 A Director may be a party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested provided that he has disclosed to the Directors the nature and extent of any material interest of his he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 85, 94, 95 and 96 shall not apply.

14 The office of a Director shall be vacated in any of the events specified in regulation 81 save that paragraph (e) of such regulation shall not apply. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer.

15 The Directors shall not be subject to retirement by rotation. Regulations 73 to 76 and 80 to 94 and the second sentence of regulation 79 shall not apply and any other references in Table A to retirement by rotation shall be disregarded.

16 The Directors may:-

(a) establish any committees, local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such committees, local boards, or agencies and may fix their remuneration, and may delegate to any committee, local board, or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby;

(b) delegate any of their powers or discretions to committees consisting of two or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 shall not apply;

(c) from time to time appoint any person to an office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Company such a designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Company

shall not imply that the holder thereof is a Director of the Company nor shall such holder thereby be empowered in any respect to act as a Director of the Company or be deemed to be a Director for any of the purposes of these presents.

17 The meetings and proceedings of any committees, local boards, agencies or other bodies established under these presents shall conform to any regulations that may from time to time be imposed upon them by the Directors in the exercise of the powers or authorities delegated under these presents.

18 A resolution in writing signed by all the Directors shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 93 shall not apply.

19 Regulations 72 and 84 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTOR

20 (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved. The same person may be appointed as the alternate Director of more than one Director.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director.

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which is appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director and if he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

SECRETARY

21 The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company. If thought fit two or more persons may be appointed as Joint Secretaries. The Directors may also appoint from time to time on such terms as they think fit one or more Assistant or Deputy

Secretaries. Accordingly the definition of "Secretary" in Regulation 1 shall be modified so as to include, where two or more persons are appointed to act as Joint Secretaries, any one of those persons. Regulation 99 shall not apply.

THE SEAL

22 The Directors shall provide for the safe custody of the Seal which shall be used only with the authority of the Directors or of a committee consisting of at least two Directors or two of such other persons as the Directors may from time to time authorise in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Director or one of such authorised persons as aforesaid and countersigned by a second Director or the Secretary or Deputy Secretary or Assistant Secretary save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signature be dispensed with or affixed by some method or system of mechanical signature. Regulation 101 shall not apply.

NOTICES

23 Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notice, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty four hours (or, where second-class mail is employed, forty eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Regulation 112 shall not apply.

INDEMNITY

24 Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary, Alternate Director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

OVER-RIDING PROVISIONS

25 Whenever Tate & Lyle Public Limited Company (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued ordinary shares the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

(a) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

(b) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

(c) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.