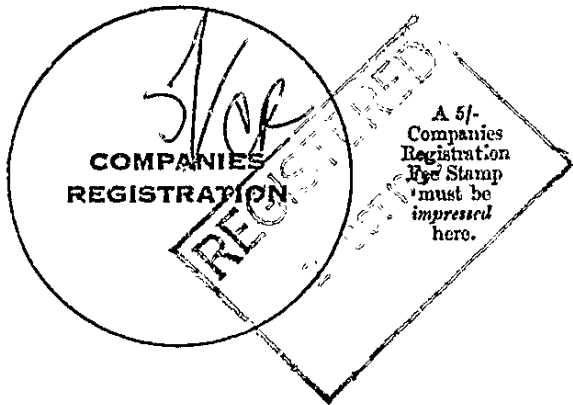


of
pany

778398



THE COMPANIES ACT, 1948.



Declaration of Compliance with the Requirements of the Companies Act, 1948, on Application for Registration of a Company.

Pursuant to Section 15 (2).

Name
of
Company

_____ **GUINNESS OVERSEAS** _____ Limited.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
 LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
 85 & 86, LONDON WALL, LONDON, E.C.2;
 49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1
 77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

Presented by **Travers Smith, Braithwaite & Co.,**
 4, Throgmorton Avenue, London, E. C. 2.

I PETER WILLIAM JOHN DUFFIELD

of 4, Throgmorton Avenue,

London, E.C.2.

(a) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

OR
"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

Do solemnly and sincerely declare that I am ^(a) a Solicitor
of the Supreme Court engaged in the formation

of

GUINNESS OVERSEAS

Limited

And that all the requirements of the Companies Act, 1948,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 17 Throgmorton Avenue

in the City of London

the 16th day of October

one thousand nine hundred and sixty-three

Before me,

P.W.J. Duffield

A. G. COULSON

* Notary
necessary.

A Commissioner for Oaths.

~~Notary Public.~~

~~Justice of the Peace.~~

No. of Company

778398

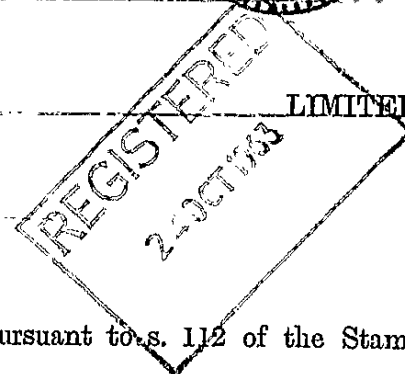
/ 2

Form 25.



GUINNESS OVERSEAS

LIMITED.



STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

Presented by

Travers Smith, Braithwaite & Co. Ltd.,

4, Throgmorton Avenue, London, E.C.2.

[G.A.30]

1/33.

The NOMINAL CAPITAL of _____

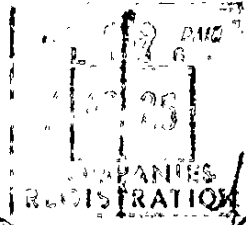
_____ **GUINNESS OVERSEAS** _____ Limited

is £ 100 divided into 100 shares of £ 1 each

Signature Travers Smith, *Travers Smith*

Solicitors to the Company
~~-State whether Director or Secretary.~~

Date 16th day of October 1963



102
GM

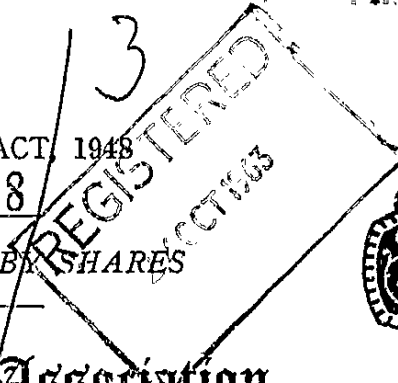
£2.5
CR

i

THE COMPANIES ACT, 1948

778398

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

GUINNESS OVERSEAS LIMITED

1. The name of the Company is "GUINNESS OVERSEAS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—

(1) To carry on in any part of the world the trade and business of brewers, distillers, wine, spirit, and aerated and mineral and other waters manufacturers and merchants, maltsters, hop merchants, and licensed victuallers and allied trades of any description and for any of such purposes to form and acquire shares or other securities in any company or companies in any part of the world and to enter into agreements with any company or concern for carrying out any such purpose on behalf of the company and to carry on any other business incidental to or arising out of or which can be conveniently carried on in connection with such trades or businesses or any of them.

(2) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection or in conjunction with the above or calculated directly or indirectly to enhance the value of or to render profitable any of the Company's property or rights.

(3) To purchase or otherwise acquire, and to sell, exchange or otherwise turn to account, dispose of and deal with property wherever situate and rights of all kinds, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

(4) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.

1

1

(5) To purchase or otherwise acquire any interests in any patents, trade marks, *brands d'inventions*, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being profitably dealt with by the Company, and to use, exercise, develop, grant licences and or registered user in respect of or otherwise turn to account the property, rights or information so acquired.

(6) To amalgamate with or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person employed by the Company or any person or company carrying on or engaged in, or about to carry on or engage in, any business or transactions which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company; and to lend money to, guarantee the contracts of or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

(7) To procure the registration or recognition of the Company in or under the laws of any place outside England.

(8) To sell or dispose of the undertaking and property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.

(9) To promote and form any other company in any part of the world for the purpose of furthering the objects of this Company or of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(10) To enter into any contracts, agreements or arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such contracts, agreements or arrangements, rights, privileges and concessions.

(11) To lend money to such persons or companies, and on such terms as may seem expedient, and in particular to customers, clients and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or companies.

(12) To invest and deal with moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.

(13) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stock or other securities, perpetual or otherwise, charged upon all or any of the Company's rights and property (present and future), including any uncalled capital, or without any such security, and to purchase, redeem or pay off any such security or loan.

(14) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(15) To adopt such means of making known the products or business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.

(16) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

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

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

(19) To pay all the expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company or of any other company promoted, formed, established or registered by the Company, and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares or debentures or other obligations of the Company or of any company so promoted, formed, established or registered by the Company.

(20) To establish and maintain, or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of and to give or procure

the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a parent Company or subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and to establish subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any 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.

(22) To do all such other things as the Company may think are incidental or conducive to the attainment of the above objects.

(23) And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each, with power to increase the nominal capital by creation of new capital, and with power from time to time to issue shares of the new capital, and to divide the shares in the capital for the time being, whether initial or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges, or conditions, and to vary the regulations of the Company as far as necessary to give effect thereto.

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 to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p><i>R.H. Green</i></p> <p>4, THROGMORTON AVENUE, LONDON, E.C.2. SOLICITOR.</p>	<p>One</p>
<p>4, THROGMORTON AVENUE, P.W.G. D. LONDON, E.C.2. SOLICITOR. R.W.D.</p> <p><i>P.W.G. Duffield</i></p> <p>4, THROGMORTON AVENUE, LONDON, E.C.2. SOLICITOR.</p>	<p>One</p>

Dated this 16th day of October 1963

Witness to all the above signatures:—

J. Smith

4, THROGMORTON AVENUE,
LONDON, E.C.2. SOLICITOR'S *clerk*

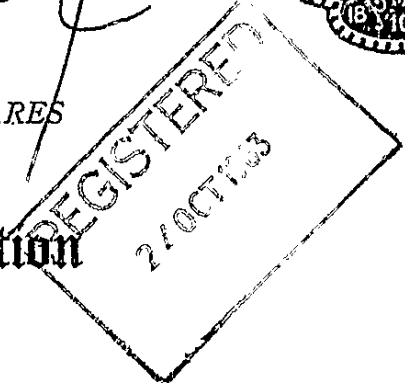
101
G.M.

1

THE COMPANIES ACT, 1948

778398

COMPANY LIMITED BY SHARES



Articles of Association

OF

GUINNESS OVERSEAS LIMITED

PRELIMINARY

1. Subject as hereinafter provided and except where the same are varied by or inconsistent with these Articles of Association the regulations contained in Part I and Part II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called "Table 'A'"), shall apply to the Company. The clauses of Part I of Table "A" numbered 3, 24, 53, 75, 89, to 97, 84(2), 106 and 136 shall not apply to the Company and in lieu thereof and in addition to the remaining clauses of Table "A" the following shall be the regulations of the Company.

SHARES

2. Subject to the provisions of Section 58 of the Act any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are or at the option of the Company are liable to be redeemed.

3. Subject to the provisions of these presents all shares for the time being created and unissued shall be under the control of the Directors who may allot dispose of or grant options over the same to such persons (including any Directors) on such terms and conditions and at such time or times as the Directors may think fit and with full power for the Directors to give to any person (including any Directors) the call of any shares either at par or at a premium and for such time and for such consideration as the Directors may think fit.

4. The lien conferred by clause 11 of Part I of Table "A" shall extend to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of several joint holders.

BORROWING POWERS

5. The Directors may exercise all the powers conferred upon them by clause 79 of Part I of Table "A" without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that clause shall not apply.

NOTICES OF MEETINGS

6. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136 of Part IV of the Act.

GENERAL MEETINGS

7. A resolution referred to in clause 5 of Part II of Table "A" may consist of several documents in the like form each signed by one or more members.

PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded by one or more members present in person or by proxy or having the right to vote at the meeting and clause 58 of Part I of Table "A" shall be modified accordingly.

9. The words "or not carried by a particular majority" shall be inserted after the word "lost" in clause 58 of Part I of Table "A".

10. If any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall be in the opinion of the Chairman of the meeting of sufficient magnitude to vitiate the resolution.

11. The following words shall be added to clause 69 of Part I of Table "A": "provided that where a meeting or an adjourned meeting would be held on a Tuesday, the proxy or Power of Attorney or other authority shall be lodged at the Registered Office of the Company not later than 12 noon on the immediate preceding Monday."

12. In clause 71 of Part I of Table "A" the following words shall be added after the word "resolution" "or any modification thereof".

13. Clause 73 of Part I of Table "A" shall be amended by inserting the word "registered" before the word "office."

DIRECTORS

14. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two.

15. The names of the first Directors shall be determined in writing by the subscribers of the memorandum of association.

16. If and so long as Arthur Guinness Son & Company Limited and, or, any of its subsidiaries shall be registered as the holders in the aggregate of not less than 51 % of the issued share capital of the Company it shall have the right to appoint the Directors of the Company and the Chairman of the Board and any Director or Chairman so appointed may at any time be removed from office by the Appointor. Such appointment or removal shall be in writing served on the Company at its Registered Office and signed on behalf of the Appointor by any two Directors for the time being thereof and shall have effect as at the time of service as aforesaid.

17. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum of any meeting of the Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

18. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

PROCEEDINGS OF DIRECTORS

19. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.

20. Clause 86 of Table "A" shall be amended by the deletion of the last sentence thereof.

21. The following words shall be added at the beginning of clause 101 of Table "A" " Subject to the provisions of Article 16 hereof."

APPOINTMENT AND REMOVAL OF DIRECTORS

22. The Company in General Meeting may elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors and may remove any Director from office.

23. Subject to the provision of Article 16 hereof and without prejudice to the power of the Company in General Meeting to appoint

and remove Directors the Directors shall have power at any time and from time to time to appoint any person as a Director either to fill a casual vacancy or as an addition to the existing Directors.

24. The following words shall be added at the end of clause 88 Sub-clause (f) of Table "A" " if the Board shall resolve that the office be vacated ".

ALTERNATE DIRECTORS

25. Any Director may from time to time appoint any person who is approved by the majority of the Directors or alternate or substituted Directors to be an alternate or substituted Director. The appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors, and to attend and vote thereat as a Director but he shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him. Any appointment so made may be revoked at any time by the appointor or by a majority of the other Directors, and any appointment or revocation under this clause shall be effected by notice in writing to be delivered to the Secretary of the Company.

SPECIAL DIRECTORS

26. The Directors may from time to time appoint any person to be a Special Director and may at any time determine such appointment. The following provisions shall apply to any person holding the appointment of a Special Director pursuant to this Article:—

- (a) A Special Director shall not be entitled to receive notices of or to attend meetings of the Board of Directors of the Company except on the invitation of the Board and shall not be entitled to vote at any such meeting or be taken into account in constituting a quorum.
- (b) A Special Director shall not be or be regarded as a Director for the purposes of any of the provisions of the Statutes or of these presents relating to Directors and shall not be taken into account in reckoning the number of Directors.
- (c) A Special Director shall not unless otherwise resolved by the Directors be entitled to any remuneration by virtue of his holding that office but the Directors may pay such remuneration as they may think fit to a Special Director rendering additional services to the Company and may repay to any Special Director his reasonable expenses incurred in travelling to and attending meetings of the Directors or otherwise in or about the Company's business.

INDEMNITY

27. Every Director Auditor and other Officer for the time being of the Company and the Trustees, if any, for the time being acting in relation to any affairs of the Company or every of them and every of their executors or administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may sustain or incur in or about the execution of their duties or supposed duty in their respective office or trust including any liability incurred by them in defending any proceedings whether civil or criminal in which judgment is given in their favour or in which they are acquitted or in connection with any application under Section 448 of the Act in which relief is granted to them by the Court except such, if any, as they shall incur or sustain by or through their own wilful neglect or default and none of them shall be liable for the acts receipts neglects of the other or others of them or for joining in any receipt for the sake of conformity or for any Bankers or other person with whom any money or effects belonging to the Company shall or may be lodged with the Company for safe custody or for the insufficiency of and any deficiency in any security upon which any moneys of or belonging to the Company shall be placed out or invested or for any other loss damage or misfortune which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own wilful neglect or default respectively. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

R. W. Green

4, THROGMORTON AVENUE,
LONDON, E.C.2. SOLICITOR.

P. W. J. Duffield

4, THROGMORTON AVENUE,
LONDON, E.C.2. SOLICITOR.

Dated this 16th day of October 1963
Witness to the above signatures:-

J. Smith

4, THROGMORTON AVENUE,
LONDON, E.C.2. SOLICITOR'S *clerk*

DUPLICATE FOR THE FILE.

No. 778398



Certificate of Incorporation

I Hereby Certify that

GUINNESS OVERSEAS LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this TWENTY-FOURTH DAY OF OCTOBER ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

J.S. Whitfield.

Assistant Registrar of Companies.

Certificate received by } *L. Holt* for *TRAVERS SMITH, BRATHWAITE & Co*
Date *24th October, 1963*