

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

MCDONALD'S HAMBURGERS LIMITED

- 1.* The name of the Company is "McDonald's Hamburgers Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are to do all or any of the following in any part of the World and as, by or through principals, agents, nominees, trustees or otherwise, and either alone or in conjunction with others:-
 - (A) To operate restaurants and eating establishments of all kinds serving any and all kinds of food, refreshments, and beverages; to purchase, sell, import, export, trade and deal in all kinds of cooked and uncooked, preserved or unpreserved ingredients or raw materials used in the preparation of food, refreshments or beverages and

* The company adopted its current name on 31st October 1983 and was previously called McDonald's Golden Arches Restaurants Limited



all equipment, containers, supplies and other items used in connection with the cooking, preserving, dispensing, sale and eating or drinking of food, refreshments or beverages whether medicinal, alcoholic or otherwise.

- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any business of the Company.
- (C) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (D) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of

persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.

- (E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licenses, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (F) 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 the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (G) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (H) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and

to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (I) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (J) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares or securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (K) To sell, lease, grant licenses, 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 stocks, shares or securities of any other company whether fully or partly paid up.

- (L) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (M) To subscribe or guarantee money for any national charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- *(N) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute to any scheme providing for the acquisition by employees and/or officers of the Company or of any associated company of shares in the Company or any other company (either directly or via Trustees) and to lend money to the Company's employees to enable them to purchase shares of the Company and

* Amended by Special Resolution dated 10th January 1986

to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(O) To distribute any of the property of the Company in kind among the members.

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

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 anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5.* The share capital of the Company is £220,000 divided into 120,000 "A" Ordinary Shares of £1 each and 100,000 "B" Ordinary Shares of £1 each.

*1. The share capital as at 31st October 1983 comprised £224,400 divided into 224,400 Ordinary Shares of £1 each.

2. The share capital as at 6th July 1988 comprised £234,400 divided into 224,400 Ordinary Shares of £1 each and 10,000 "B" Ordinary Shares of £1 each.

WE, the several persons whose names and addresses 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 DESCRIPTION
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

R.J. Davidson,
Crompton House,
Aldwych WC2

(1) One

Solicitor

N. Conolly,
Crompton House,
Aldwych WC2

(1) One

Solicitor

Total shares taken

Two

DATED the 8th day of February 1971

Witness to the above Signatures:

C.M. Southall,
Crompton House,
Aldwych, WC2

Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

- of -

MCDONALD'S HAMBURGERS LIMITED

(Adopted by Special Resolution
passed on 3rd October 1983 and
amended on 6th July 1988

PRELIMINARY

- 1.1 The Articles hereinafter contained and the regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 as altered by all amendments to such regulations coming into effect prior to the date of the adoption of these Articles, (hereinafter referred to as "Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.
- 1.2 Regulations 3, 53, 69, 70, 71, 75, 77, 79, 87 to 97 (inclusive), 100, 106, 107, 113 and 131 of Table A shall not apply to the Company.

PRIVATE COMPANY

- 2.1 The Company is a private limited company and accordingly the Company shall not offer to the public

(whether for cash or otherwise) any shares in or debentures of the Company and shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

2.2 The share capital of the Company is £234,400 divided into 224,400 Ordinary Shares of £1 each ("Ordinary Shares") and 10,000 "B" Ordinary Shares of £1 each. On a return of capital on the winding up of the Company 26% of the assets of the Company remaining after payment of its liabilities and available for distribution shall be apportioned amongst, and paid and distributed to, the holders of the "B" Ordinary Shares (rateably according to their respective holdings) and the balance of such assets shall be apportioned amongst, and paid and distributed to, the holders of the Ordinary Shares (rateably as aforesaid). The "B" Ordinary Shares shall confer no other rights whatsoever upon the holders to receive or participate in profits or assets of the Company and in particular but without limitation shall confer no right to receive out of the profits of the Company any dividend, bonus or other distribution. The holders of "B" Ordinary Shares shall not be entitled to receive notices of, or to attend or vote at, any meetings of the Company.

2.3 Pursuant to Section 80 of the Companies Act 1985 but subject nevertheless to Article 3, the Directors are

generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to a maximum aggregate nominal amount of £10,000 and so that:-

- 2.3.1 the authority hereby conferred shall expire on the fifth anniversary of the date when the Resolution for the adoption of this Article 2.3 was passed;
- 2.3.2 pursuant to such authority the Directors may make an offer or an agreement before the expiry of the period referred to in paragraph 2.3.1 above which would or might require relevant securities to be allotted after such expiry; and
- 2.3.3 the Directors shall have power, pursuant to the said authority, to allot 10,000 "B" Ordinary Shares for cash at not less than par and sub-section (1) of section 89 of the Companies Act 1985 shall not apply to any such allotment.

POWER TO ISSUE SHARES

3. The Directors may issue shares in the capital of the Company provided that no issue shall be made:-

- 3.1 except with the prior approval of the Company in general meeting or the prior written consent of the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending the voting at general meetings of the Company; and
- 3.2 unless the issue has been authorised pursuant to

Section 14 of the Companies Act 1980.

4. Where the Directors have power to issue shares in accordance with Article 3 they may offer, allot, grant options over or otherwise dispose of the shares (whether in the original or any increased capital) of the Company to such persons at such times and for such consideration and generally on such terms and conditions as the Directors think proper, subject nevertheless to Article 2 and provided that no shares shall be issued at a discount.

REDEEMABLE SHARES

5. Subject to the provisions of Part III of the Companies Act 1981 any shares may be issued on terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

PURCHASE BY COMPANY OF OWN SHARES

- 6.1 The Company may purchase its own shares (including any redeemable shares) in accordance with and subject to Section 46 of the Companies Act 1981.
- 6.2 Subject to Section 55 to 62 of the Companies Act 1981 the Company may make payment in respect of the redemption or purchase under Section 45 or 46 of that Act of any of its own shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares in accordance with and subject to Section 54 of the said Act.

TRANSFER OF SHARES

7. The instrument of transfer of a fully paid share need

not be executed by or on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 8.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time the meeting proceeds to business; two members present in person or by proxy or being a corporation present by its duly authorised representative, holding or representing one half of the total voting rights of all the members having the right to attend and vote at the meeting shall be a quorum.
- 8.2 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is specified, at the registered office of the Company) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used. Provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or registered office) where the proxy is to be left. An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.
- 8.3 An instrument appointing a proxy shall be in writing in

any usual form or in any other form which the Directors may accept and shall be signed by the appointor or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney.

8.4 Regulation 62 shall be read and construed as if the words "or by proxy" were inserted after the words "every member present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".

9. Any such resolution as is referred to in Regulation 73A of Table A (resolution in writing) may consist of several documents in the same form each signed by one or more members or, in the case of corporations, by their duly authorised representatives.

DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two.

11.1 Any person may be appointed a Director or any Director may be removed from office:-

11.1.1 by notice in writing of such appointment or removal, given to the Company by the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, and signed by such holder or holders or, in the case

of a holder which is a corporation, signed by any Director or the Secretary of the corporation, and left at or sent to the Registered Office of the Company; or

11.1.2 by Ordinary Resolution of the Company in general meeting and without the need to give special notice of such resolution under Section 142 of the Act.

11.2 Every such appointment or removal by notice shall take effect on and from the date on which the same is left or received at the Registered Office of the Company or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the Registered Office to the effect that such notice of appointment or removal has been signed and sent to the Registered Office of the Company.

12. A Director shall not be required to hold any shareholding qualification but he shall be entitled to receive notice of and attend all general meetings of the Company and Regulation 134 of Table A shall be modified accordingly.

13. If any Director shall be called upon to perform special services or goes or resides abroad for any purpose of the Company, the Directors may arrange with such Director for such special remuneration for such services either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

14. The Directors may from time to time determine that in

lieu of or in addition to the payment by the Company of remuneration to any Director for services or special services of such Director, the Company shall pay to any other company which remunerates or contributes to the remuneration of such Director a service charge for the services of such Director of such amount as shall from time to time be agreed between the Directors and such other company.

15. The Directors may on behalf and out of the moneys of the Company pay or provide or agree to pay or provide, in addition to any other remuneration, pensions or annuities (either revocable or irrevocable and either subject or not subject to any terms or conditions) gratuities, superannuation, sickness, benevolent, compassionate, welfare or other allowances and benefits, life or endowment assurances or other like benefits for all or any of the Directors who hold or have held executive office or salaried employment in the Company or in any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company or for any other person or persons who may have served the Company or any such other company as aforesaid or for the spouse or other relative or dependant of any such Director or other person. The Directors shall also have power to establish and maintain, and to concur with any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company in establishing and maintaining, and to make contributions out of the Company's moneys to

schemes, funds, policies or trusts (either contributory or non-contributory) for providing any benefits pursuant to the provisions of this Article. Any Director shall be entitled to receive and retain for his own use any such pension, annuity, gratuity, allowance, assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a Director or receiving remuneration as such after the date on or from which the same becomes payable.

DIRECTORS - POWERS AND PROCEEDINGS

16. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to Section 14 of the Companies Act 1980 to create and issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

17. Regulation 86 of Table A shall be read and construed as if the words "and every director present" to the end were deleted.

18. The Chairman at each meeting of the Directors or a Committee shall not have a second or casting vote and Regulation 98 and 104 of Table A shall be modified accordingly.

19. Any Director may participate in a meeting of the Directors by means of conference telephone or similar communications equipment whereby all persons participating

in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

20. A resolution in writing signed by all the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents in the same form each signed by one or more of the persons aforesaid.

EXECUTIVE DIRECTORS

21. The Directors may from time to time appoint one or more of their body to the office of Managing Director or to any other salaried employment or office in the Company for such period and on such terms as they think fit, subject to Section 47 of the Companies Act 1980, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

22. The appointment of any Director to the office of Managing Director of the Company shall be subject to determination automatically if he cease from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

23. In regulations 108 and 109 of Table A the words "and a director appointed to any salaried employment or office the company" shall in each case be inserted immediately after the words "managing director".

ADVISORY DIRECTOR

24. The Directors may from time to time appoint any person

or persons to be an Advisory Director or Directors and may from time to time cancel any such appointment. The Directors may fix, determine and vary the powers, duties and remuneration of any person or persons so appointed, but a person or persons so appointed shall not be required to hold any shares to qualify him for appointment. Such Advisory Directors shall be entitled to receive notice of and attend all meetings of Directors but shall not have the right to vote at any such meetings.

ALTERNATE DIRECTORS

- 25.1 The holder or holders of a majority of the shares of the Company carrying the right to vote at meetings of the Company may at any time appoint either an existing Director or any other person to act as alternate Director for any Director ("the principal") and may at their discretion remove such alternate Director.
- 25.2 Any alternate Director so appointed shall be subject to the provisions of these Articles with regard to Directors.
- 25.3 An alternate Director shall be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which his principal is not personally present and generally at such meeting to perform all the functions of his principal as a Director in the absence of such principal. The principal shall remain entitled to receive notices of all meetings of the Directors.
- 25.4 A Director acting as an alternate Director shall have

an additional vote for each Director for whom he acts as alternate.

25.5 An alternate Director shall cease to be an alternate Director if his principal ceases for any reason to be a Director.

25.6 Every such appointment or removal of an alternate Director shall be made by notice in writing under the hand of the member(s) (or an officer thereof in the case of a corporation) making or revoking such appointment and shall take effect on and from the date on which such notice is left or received at the Registered Office of the Company or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the Registered Office to the effect that such notice of appointment or removal has been signed and sent to the Registered Office of the Company.

DISQUALIFICATION OF DIRECTORS

26. The office of a Director shall be vacated in any of the following events, namely:-

26.1 if (not being a Director appointed for a fixed and still current term to a salaried employment or office in the Company) he resign his office in writing; or

26.2 if he have a Receiving Order made against him, become bankrupt, suspend payment or compound with his creditors; or

26.3 if he shall become incapable by reason of mental disorder within the meaning of the Mental Health Act,

1959, (as amended by the Mental Health (Amendment) Act 1982) or any modification or re-enactment thereof, or if the Directors resolve that he is physically or mentally incapable of performing his duties; or

26.4 if he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated; or

26.5 if he is removed in accordance with Article 12; or

26.6 if he is disqualified by the Act or become prohibited from being a Director by reason of any provision of or order made under any statute now or from time to time in force.

COMMITTEES AND SEALING

27. Subject to the provisions of Article 26 the Board may appoint any persons, including Directors, to be members of any Committee, Local Board or Agency for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may make such provision as it thinks fit regarding the appointment, removal and remuneration of members and the composition, powers, authority, duties, discretions and proceedings of the same and may delegate to the same any of the Board's powers, authorities and discretions including (but without prejudice to the generality of the foregoing) the power to authorise the affixing of the Seal in accordance with Article 28 hereof, with power to sub-delegate 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. Any Committee, Local Board or Agency so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon it by the Board.

THE SEAL

28. The Seal shall not be affixed to any instrument except by the authority of a Resolution of the Board or of a Committee of the Board or of a Committee duly appointed in accordance with the provisions of Article 27 (or any similar provision in any previous Articles of Association of the Company) hereof and given the power and authority to authorise the affixing of the Seal (hereinafter referred to as the "Sealing Committee") and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by any one of the following:-

- (a) A second Director;
- (b) The Secretary; or
- (c) A member of the Sealing Committee;

and in favour of any purchaser or person bona fide dealing with the Company such signature shall be conclusive evidence of the fact that the Seal has been properly affixed.

CAPITALISATION OF PROFITS

29. Regulation 129 of Table A shall be read and construed as if the words "or to ignore fractions altogether" were inserted after the words "or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions".

NOTICES

30. A notice may be given by the Company to any member or Director either personally or in one of the following ways:-

30.1 By sending it by pre-paid post to him at his registered or usual business address. A notice sent to an address within the United Kingdom shall be sent by first class post and a notice sent to an address outside the United Kingdom shall be sent by airmail. Where a notice is sent by post its service shall be deemed to be effected in the case of such service:-

30.1.1 to an address within the United Kingdom on the expiration of two days from the date on which the notice or document is put in the post, or

30.1.2 to an address outside the United Kingdom on the expiration of seven days from the date on which the notice is put in the post.

In proving service it shall be sufficient to prove that the notice was properly addressed and put into the post as a pre-paid letter in accordance with the provisions hereof.

30.2 By cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered or usual business address. A notice or document sent in such a way shall be deemed to have been served on the first working day in the country of the recipient following its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted.

WINDING UP

31. Regulation 135 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how such division" and the word "members" were substituted for the word "contributories"

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

NO. 1002769

I hereby certify that

McDONALD'S GOLDEN ARCHES RESTAURANTS LIMITED

having by special resolution changed its name, is now
incorporated under the name of

McDONALD'S HAMBURGERS LIMITED

Given under my hand at the Companies Registration
Office, Cardiff the 31st October 1983

J.E. ELIOT

an authorised officer

Company No. 1002769

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

MCDONALD'S GOLDEN ARCHES RESTAURANTS
LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 28 Lincoln's Inn Fields London WC2 on 10th March 1983 the following resolutions were duly passed as Special Resolutions :-

SPECIAL RESOLUTIONS

1. That the Authorised Share Capital of the Company be increased to £224,400 by the creation of 2,400 new "A" Ordinary Shares and 2,000 new "B" Ordinary Shares of £1 each such new Ordinary Shares to rank respectively pari passu with the existing "A" Ordinary Shares and the existing "B" Ordinary Shares.
2. That upon the recommendation of the Directors the sum of £4,400 being part of the amount standing to the credit of the Revenue Reserves of the Company be capitalised and set free for distribution amongst the holders of the "A" and "B" Ordinary Shares of £1 each appearing in the Register of Members at the close of business on 4th March 1983 but on condition that such sum be not paid in cash but be applied in paying up in full at par 2,400 new "A" Ordinary Shares of £1 each and 2,000 new "B" Ordinary Shares of £1 each in the capital of the Company such shares to be allotted and distributed credited as fully paid up to and

amongst such "A" and "B" Ordinary Shareholders in the proportion of one new Ordinary Share of £1 for every fifty "A" or "B" Ordinary Shares of £1 held by them at the time aforesaid; that the new "A" Ordinary Shares be issued to the holders of the existing "A" Ordinary Shares and the new "B" Ordinary Shares be issued to the holders of the existing "B" Ordinary Shares and that the Directors be and they are hereby authorised and directed to apply the said sum of £4,400 and to issue and allot the said 4,400 new Ordinary Shares of £1 each accordingly. The authority given above shall expire on 5th November 1983.

3. That subject to the consent in writing being obtained of all the members of the Company to each and every variation in their respective class rights and conditional upon the passing of Resolution 2 above and the distribution of renounceable letters of allotment in respect of the said 4,400 new Ordinary Shares referred to therein the 120,000 "A" and 100,000 "B" Ordinary Shares of £1 each in issue immediately prior to the holding of this Meeting be, forthwith, converted into 220,000 Deferred Shares of £1 each having attached thereto the following rights privileges and conditions namely :-

- (a) The Deferred Shares shall carry the right on a return of capital or on a winding-up of the Company to receive repayment of one-tenth of the capital paid up thereon but only after the sum paid up or credited as paid up has been repaid in respect of each of the issued Ordinary Shares in the capital of the Company for the time being and the holders of such Ordinary Shares shall have received distributions in respect of their Ordinary Shares amounting in aggregate to £1,000,000,000.
- (b) The Deferred Shares shall confer no other rights upon the holders to participate in profits or assets of the Company and in particular shall confer no right to receive out of the profits of the Company any dividend.
- (c) The Deferred Shares shall not entitle the holders thereof to receive notice of or attend or vote at any meetings of the Company.

G.C. WADE

Director.

Company No. 1002769

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

MCDONALD'S GOLDEN ARCHES RESTAURANTS
LIMITED

(passed 3rd October 1983)

At an Extraordinary General Meeting of the above-named Company held on the 3rd day of October 1983 the following Resolution was proposed and passed as a Special Resolution.

RESOLUTION

That the Company do change its name to "McDonald's Hamburgers Limited".

G.C. WADE

Director.

Company No. 1002769

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

McDONALD'S GOLDEN ARCHES RESTAURANTS
LIMITED

(Passed 3rd October 1983)

At an Extraordinary General Meeting of the above named Company held on the 3rd day of October 1983 the following Resolutions were proposed and passed as Special Resolutions :-

RESOLUTIONS

1. That all the Deferred Shares, "A" Ordinary Shares and "B" Ordinary Shares in the capital of the Company shall stand converted into unclassified Ordinary Shares of £1 each and shall rank in all respects pari passu.
2. That the Articles of Association submitted to the Meeting be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof.

P.S. PRESTON

Director.

Company No. 1C02769

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF MCDONALD'S HAMBURGERS LIMITED

The following Special Resolution was duly passed by the Company on the tenth of January 1986 by way of a Written Resolution:-

SPECIAL RESOLUTION

That the following sub-clause be and it is hereby adopted in substitution for sub-clause (N) of Clause 3 of the Memorandum of Association of the Company:-

"(N) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or its members, and to establish and contribute to any scheme providing for the acquisition by employees and/or officers of the Company or of any associated company of shares in the Company or any other company (either directly or via Trustees) and to lend money to the Company's employees to

enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them."

A handwritten signature in dark ink, appearing to read "J. Howard", is written over a horizontal dotted line.

DIRECTOR

Company No. 1002769

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

MCDONALD'S HAMBURGERS LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 6th July 1988 the following Resolutions were proposed and passed as Special Resolutions:-

SPECIAL RESOLUTIONS

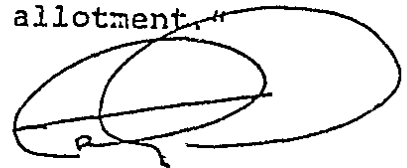
1. THAT, the consent in writing of all members of the Company having been obtained, the Share Capital of the Company be increased from £224,400 divided into 224,400 Ordinary Shares of £1 each to £234,400 by the creation of 10,000 new "B" Ordinary Shares of £1 each having the rights and being subject to the restrictions set forth in the Articles of Association of the Company as they are to be amended pursuant to Resolution 2 below.
2. THAT the Articles of Association of the Company be and they are hereby amended by the deletion of Article 2.2 and the substitution in its stead of

the following:-

- "2.2 The share capital of the Company is £234,400 divided into 224,400 Ordinary Shares of £1 each ("Ordinary Shares") and 10,000 "B" Ordinary Shares of £1 each. On a return of capital on the winding up of the Company 26% of the assets of the Company remaining after payment of its liabilities and available for distribution shall be apportioned amongst, and paid and distributed to, the holders of the "B" Ordinary Shares (rateably according to their respective holdings) and the balance of such assets shall be apportioned amongst, and paid and distributed to, the holders of the Ordinary Shares (rateably as aforesaid). The "B" Ordinary Shares shall confer no other rights whatsoever upon the holders to receive or participate in profits or assets of the Company and in particular but without limitation shall confer no right to receive out of the profits of the Company any dividend, bonus or other distribution. The holders of "B" Ordinary Shares shall not be entitled to receive notices of, or to attend or vote at, any meetings of the Company.
- 2.3 Pursuant to Section 80 of the Companies Act 1985 but subject nevertheless to Article 3, the Directors are generally and

unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to a maximum aggregate nominal amount of £10,000 and so that:-

- 2.3.1 the authority hereby conferred shall expire on the fifth anniversary of the date when the Resolution for the adoption of this Article 2.3 was passed;
- 2.3.2 pursuant to such authority the Directors may make an offer or an agreement before the expiry of the period referred to in paragraph 2.3.1 above which would or might require relevant securities to be allotted after such expiry; and
- 2.3.3 the Directors shall have power, pursuant to the said authority, to allot 10,000 "B" Ordinary Shares for cash at not less than par and sub-section (1) of section 89 of the Companies Act 1985 shall not apply to any such allotment."



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Director
Secretary