

COMPANY LIMITED BY SHARES

Special Resolutions

OF

MEREDITH & DREW, LIMITED

Passed 24th October, 1967

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Murray House, Barbican, London, E.C.2, on Tuesday, the 24th day of October, 1967, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS :—

RESOLUTIONS

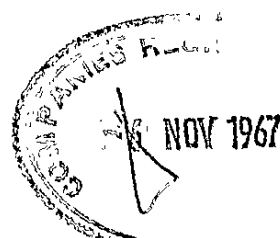
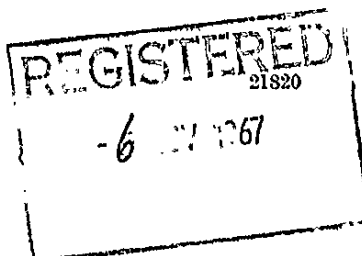
1. That the 552,393 issued "A" Ordinary Shares of £1 each of the Company be converted into 552,393 Ordinary Shares of £1 each ranking *pari passu* in all respects with the 485,462 Ordinary Shares of £1 each of the Company in issue immediately before the passing of this Resolution and that the 197,607 unissued "A" Ordinary Shares of £1 each be redesignated Ordinary Shares.

2. That the regulations contained in the printed document entitled "Articles of Association" submitted to this meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.

P J A Lachelin

P. J. A. LACHELIN,

Chairman.



Form of Consent

TO VARIATION OF CLASS RIGHTS

WE, the undersigned, being the holders of not less than three-fourths of the 552,393 issued "A" Ordinary Shares of £1 each of the Company, HEREBY CONSENT to the passing as Special Resolutions of the aforesaid Resolutions and to every variation or abrogation of the special rights attaching to the said "A" Ordinary Shares proposed to be effected thereby or necessary to give effect thereto.

For and on behalf of

S. HENDERSON & SONS LIMITED,

W. & J. BURNES,

Secretaries.

H. S. Hughes
Secretary of Meredith & Drew, Ltd

Signed for identification

PJLachzelin
Chairman

The following are the Articles of Association of the Company referred to in the Special Resolution, a copy of which is hereinbefore annexed, and adopted by the Company to the exclusion of and in substitution for all the existing Articles at an Extraordinary General Meeting of the Company held on the 24th October, 1967.

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

MEREDITH & DREW, LIMITED

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall constitute the regulations of the Company.

2. Regulations 75, 77, 78, 84, 87 and 89 to 97 of Table A shall not apply to the Company.

3. The share capital of the Company at the date of the adoption of these Articles is £1,250,000, divided into 1,250,000 Ordinary Shares of £1 each.

4. 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.

5. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in regulation 53 of Table A, and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 of Table A.

6. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more members.

7. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall be not less than two nor more than twenty.

8. The Directors shall each be entitled to remuneration at the rate of such a sum per annum not exceeding £1,000 as the Directors may determine or at such higher rate as the Company in General Meeting may approve. Regulation 76 of Table A shall be modified accordingly.

9. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

10. A member or members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

11. The proviso to regulation 79 of Table A shall not apply to the Company.

12. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or which was a predecessor in the business of the Company or of any such other company as aforesaid, or who are or were at any time Directors or officers of the Company or of any such

other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid: Provided that the Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

13. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to remuneration and otherwise as the Directors shall arrange.

14. A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

15. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract, matter or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract, matter or arrangement by reason of such Director holding that office or of the fiduciary relationship

thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract, matter or arrangement is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed contract, matter or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract, matter or arrangement after it is made or arises at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract, matter or arrangement with such firm or company.

16. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested.

17. Any resolution in writing of the Directors may consist of several documents in the like form each signed by one or more of the Directors, and regulation 106 of Table A shall be modified accordingly.

18. Any Director may, by writing under his hand, appoint any other Director or appoint any other person (whether a member of the Company or not) to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of any person not being a Director shall be operative unless or until the approval of the Directors by a majority consisting of two-thirds of all the Directors shall have been given. A Director may at any time revoke the appointment of an alternate appointed by him, and (subject to such approval as aforesaid) appoint another person in his place, and if a

Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if sent to or left at the registered office of the Company shall be sufficient evidence of such revocation. Every such alternate shall be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any such alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between such alternate and the Director appointing him.

19. The words "A Director who is also an alternate Director shall be entitled to a separate vote on behalf of each Director he is representing in addition to his own vote" shall be added at the end of regulation 98 of Table A.

20. The Directors may from time to time appoint employees of the Company to be Departmental or Associate Directors and may terminate any such appointment. A Departmental or Associate Director shall not be a member of the Board of Directors or of any committee thereof, and shall not be entitled to be present at any meeting of the Directors or of any such committee, except at the request of the Directors or of such committee, and if present at such request he shall not be entitled to vote thereat. A Departmental or Associate Director shall not have any right of access to the books of the Company or to have any information made available to him except to such extent as the Directors see fit.

21. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any Assistant or Deputy Secretary, or if there is no Assistant or Deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors. The expression "Secretary" shall (subject to the provisions of the Act) include an assistant or deputy Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.