

No. 267189

The Companies Acts 1985 - 1989

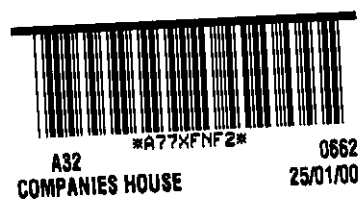
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
HAYMARKET INTERACTIVE LIMITED  
(Amended by Special Resolution passed on  
8 December 1999)

Incorporated 22 July 1932

GEOFFREY DAVIES  
21 Buckingham Street  
London WC2N 6EF

REF:SE/HAY396  
6 DECEMBER 1999  
HWP:1762



The Companies Acts 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

HAYMARKET INTERACTIVE LIMITED

(Amended by Special Resolution passed on 8 December 1999)

1. The Company's name is Richard Henry & Son Limited<sup>1</sup>.
2. The Registered Office of the Company will be situate in England.
3. (i) The object of the Company is to carry on business as a general commercial company.  
(ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-
  - (a) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trademarks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant Licences or privileges in respect of the same, and to expend money in experimenting upon, testing and

---

<sup>1</sup> This was the name of the Company as at the date of its incorporation. The Company's name has subsequently changed to Tee & Whiten (Distributors) Limited on 15 March 1968, and to Haymarket Interactive Limited on [ 8 ] December 1999.

improving any patents, inventions or rights which the Company may acquire or propose to acquire.

- (c) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firms or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (e) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality

of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (g) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (h) To give credit to or to become surety or guarantor for any person or company and to give all descriptions of guarantees and indemnities and, either with or without the Company receiving any consideration, to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking property and assets present and future and the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of, and dividends or interest on, any stocks, shares, debentures, debenture stock, notes, bonds or other securities of any person, authority (whether supreme, local, municipal or otherwise) or company, including (without prejudice to the generality of the foregoing)

any company which is for the time being the Company's holding company as defined by section 736 of the Act or a subsidiary (as defined by the said section) of the Company's holding company or of the Company or any other company associated with the Company in business.

- (i) To draw, make accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

- (m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake any perform sub-contracts.
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company on or of any such subsidiary holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such

subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any share purchase schemes to be established or maintained.

- (u) Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Sections 151(1) and/or 151(2) of the Act.
- (v) To procure the Company to be registered or recognised in any part of the world.
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause 3.

AND so that:-

(1) None of the provisions set forth in any sub-clause of this Clause 3 shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause 3, or by reference to or inference from the name of the Company.



(2) The word "company" in this Clause 3, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in England and Wales or elsewhere.

(3) In this Clause 3 the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 3 to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.
5. The Share Capital of the Company is £500, divided into five hundred shares of £1 each.
6. The Company has power to increase the capital from time to time by the creation of new shares of such an amount as may be deemed expedient. Any of the shares of the Company for the time being unissued, and any new shares from time to time to be created may from time to time be issued with any such guarantee, or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such a premium, or with such deferred rights as compared with any shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any special right or without any right of voting, and generally on such terms as the Company may from time to time determine. The rights, privileges or conditions for the time being attached to any shares in the Company shall be subject to be modified, abrogated or otherwise dealt with in accordance with the provisions in that behalf for the time being contained in the Company's Articles of Association.

NO: 267189

THE COMPANIES ACTS 1985 -1989

---

COMPANY LIMITED BY SHARES

---

RESOLUTION  
OF  
TEE & WHITEN (DISTRIBUTORS) LIMITED


We, the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a General Meeting of the Company, pursuant to Section 381A Companies Act 1985, hereby resolve as a composite Special Resolution as follows:

**SPECIAL RESOLUTION**

THAT

- (1) The Memorandum of Association of the Company be altered by deleting therefrom the whole of Clause 3 and by substituting therefor the Clause 3 contained in the document annexed to this written resolution and marked " A " ;
- (2) The regulations contained in the printed document annexed to this written resolution and marked " B " be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the regulations contained in the existing Articles of Association of the Company; and
- (3) Each of the " A " Ordinary Shares of £1 each and " B " Ordinary Shares of £1 each in the capital of the Company be converted into and redesignated as Ordinary Shares of £1 each, ranking pari passu with each other in all respects.

Dated 8 December 1999

  
.....  
Company Secretary  
for Teesdale Publishing Company Limited

3. (i) The object of the Company is to carry on business as a general commercial company.
- (ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-
- (a) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trademarks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant Licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
  - (c) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the

liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firms or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (e) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way

with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (g) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (h) To give credit to or to become surety or guarantor for any person or company and to give all descriptions of guarantees and indemnities and, either with or without the Company receiving any consideration, to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking property and assets present and future and the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of, and dividends or

interest on, any stocks, shares, debentures, debenture stock, notes, bonds or other securities of any person, authority (whether supreme, local, municipal or otherwise) or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 736 of the Act or a subsidiary (as defined by the said section) of the Company's holding company or of the Company or any other company associated with the Company in business.

- (i) To draw, make accept, endorse, discount, negotiate, execute and issue cheques, bills of exchanges, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any

of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.

- (l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of

the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake any perform sub-contracts.
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to



any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company on or of any such subsidiary holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such

employees or to trustees on their behalf to enable any share purchase schemes to be established or maintained.

- (u) Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Sections 151(1) and/or 151(2) of the Act.
- (v) To procure the Company to be registered or recognised in any part of the world.
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause 3.

AND so that:-

(1) None of the provisions set forth in any sub-clause of this Clause 3 shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by

reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause 3, or by reference to or inference from the name of the Company.

(2) The word "company" in this Clause 3, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in England and Wales or elsewhere.

(3) In this Clause 3 the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 3 to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

No. 267189

The Companies Acts 1985 - 1989

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION  
OF TEE & WHITEN (DISTRIBUTORS) LIMITED  
(Adopted by Special Resolution  
passed on 8 December 1999)

Incorporated 22 July 1932

GEOFFREY DAVIES  
21 Buckingham Street  
London WC2N 6EF

REF: SE/HAY396  
2 DECEMBER 1999  
HWP:1758

The Companies Acts 1985-1989

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION  
OF TEE & WHITEN (DISTRIBUTORS) LIMITED

(Adopted by Special Resolution  
passed on 8 December 1999)

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (which Table is hereinafter referred to as "Table A") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these articles, apply to the Company and shall together with these articles constitute the regulations of the Company.
- 1.2 Regulations 40, 53, 64, 73 to 81, 87 to 91, 93 to 98, 112 and 115 of Table A shall not apply to the Company.
- 1.3 In these articles "the Act" means the Companies Act 1985 or any statutory re-enactment or modification thereof for the time being in force.

2. SHARE CAPITAL

- 2.1 The authorised share capital of the Company as at the date of the adoption of these articles is £500 divided into 500 Ordinary Shares of £1 each.
- 2.2 Subject to the provisions of the Act the Company may:-
  - (1) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder, on such terms and in such manner as the directors may at the time of issue determine;

- (2) purchase its own shares (including any redeemable shares);
- (3) to the extent permitted by section 171 of the Act, make a payment in respect of the redemption or purchase of any of its own shares (including any redeemable shares) otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

2.3 Subject as otherwise provided in these articles and to any direction or authority contained in the resolution of the Company creating or authorising the same the directors are generally and unconditionally authorised for the purposes of section 80 of the Act to allot, to grant options, rights of subscription or conversion over or otherwise to dispose of unissued shares to such persons (whether existing shareholders or not), at such times and on such terms and conditions as they think proper.

2.4 The authority granted to the directors under article 2.3:-

- (1) shall not permit the directors to allot, to grant options, rights of subscription or conversion over or otherwise to dispose of shares to an aggregate amount of more than the unissued share capital at the date of adoption of these articles or (if such authority is renewed or varied by the company in general meeting) the amount specified in the resolution for such renewal or variation;
- (2) shall expire not more than five years from the date of the adoption of these articles or (if such authority is renewed or varied by the company in general meeting) on the date specified in the resolution on which the renewed or varied authority shall expire;
- (3) may be renewed, revoked or varied at any time by the company in general meeting;

(4) shall permit the directors after the expiry of the period of the said authority to allot any shares or grant any such rights in pursuance of an offer or agreement so to do made by the company within that period.

2.5 Section 89(1) of the Act shall not apply to the allotment of equity securities in the Company.

2.6 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of further shares ranking pari passu therewith.

3. LIEN

The lien conferred by regulation 8 of Table A shall also attach to fully paid up 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 two or more joint holders.

4. TRANSFER OF SHARES

4.1 The instrument of transfer of shares shall be in the usual form or in such form as the directors may approve, and shall be executed by or on behalf of the transferor and, unless the share is not fully paid, by or on behalf of the transferee.

4.2 No transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the directors who may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any shares, whether or not a fully paid share. Regulation 24 of Table A shall be extended accordingly.

5. TRANSMISSION OF SHARES

5.1 In the event of a person becoming entitled to shares on the death of a member or in the event of the bankruptcy of a member or, in the case of a member being a limited company, in the event of the winding up of a member, then the personal representatives or the trustee in bankruptcy or the liquidator of such member (as the case may be) shall, upon such evidence being produced as may from time to time properly be required by the directors, be registered himself as the holder of the shares.

5.2 Regulations 29 to 31 of Table A shall apply to the extent not inconsistent with article 6.1.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 No business shall be transacted at any meeting unless a quorum is present.

6.2 One member (present in person or by proxy) may constitute a quorum.

6.3 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on a declaration of the result of the show of hands a poll is demanded. A poll may be demanded by any member having the right to vote, or by his proxy, or in the case of shares held by a corporation a director thereof or its duly authorised representative.

6.4 A resolution in writing signed by all the members of the Company entitled to receive notice of and to attend and vote at a general meeting or by their duly appointed proxies or attorneys:-

(1) shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held; and

(2) any such resolution in writing may be contained in one document or in several documents in the same terms each signed by one or more of the members or their proxies or attorneys, and signature in the case of a body corporate which is a member shall be sufficient



if made by a director thereof or by its duly authorised representative.

7. VOTES

On a show of hands every member present in person or (if a corporation) present by a representative duly authorised in accordance with the Act who is not also himself a member entitled to vote, shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

8. DIRECTORS

8.1 The number of the directors shall be not less than two.

8.2 A director shall not require any share qualification but any director who is not a member of the Company shall nevertheless be entitled to receive notices of and attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of the Company.

8.3 A person may be appointed a director notwithstanding that he shall have attained the age of seventy years or any other age and no director shall be liable to vacate office by reason of his attaining that or any other age, nor shall special notice be required of any resolution appointing or approving the appointment of such a director or any notice be required to state the age of the person to whom such resolution relates.

9. APPOINTMENT AND REMOVAL OF DIRECTORS

9.1 The Company may by ordinary resolution appoint another person in place of a director removed from office by resolution of a general meeting in accordance with the Act, and (without prejudice to the powers of the directors under article 9.2 below) the Company by ordinary resolution may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

9.2 The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these articles as the maximum number of directors.

9.3 At any time or from time to time the holder or holders of not less than three-quarters in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may by notice in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company appoint any person to be a director or remove from office any director who shall vacate office accordingly. Any such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

10. DISQUALIFICATION OF DIRECTORS

The office of a director shall be vacated in any of the following events:-

10.1 if he resigns his office by notice in writing to the Company;

10.2 if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

10.3 if he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under Mental Health (Scotland) Act 1960, or an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

- 10.4 if he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;
- 10.5 if he is absent from meetings of the board for six successive months without leave and the directors resolve that his office be vacated;
- 10.6 if he shall be removed from office under the provisions of article 9.3.

11. POWERS OF DIRECTORS

Without prejudice to the powers conferred by regulation 70 of Table A the directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons (including directors and other officers) who are or were at any time in the employment or service of the Company, or of any company which is or was a subsidiary of the Company or allied to or associated with the Company or any such subsidiary, or of any of the predecessors in business of the Company or of any such other company, and the spouses, widows, widowers, families and dependants of any such persons, and make payments to for or towards the insurance of or provide benefits otherwise for any such persons.

12. PROCEEDINGS OF DIRECTORS

- 12.1 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 12.2 A director may, and the secretary at the request of the director shall, call a meeting of the directors.
- 12.3 Questions arising at any meeting of the directors shall be decided by a majority of votes.
- 12.4 Any director for the time being absent from the United Kingdom shall if he so requests be entitled to be given

reasonable notice of meetings of the directors to such address in the United Kingdom (if any) as the director may from time to time notify to the Company but save as aforesaid it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

- 12.5 The quorum necessary for the transaction of the business of the directors shall be two. If within half an hour for the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
- 12.6 A meeting of the directors may, subject to notice thereof having been given in accordance with these articles, be for all purposes deemed to be held when a director is or directors are in communication by telephone or television with another director or directors and all of the said directors agree to treat the meeting as so held, provided that the number of the said directors constitutes a quorum of the board hereunder, and a resolution passed by the majority of the said directors specified in article 12.3 shall be as valid as it would have been if passed by them at an actual meeting duly convened and held.
- 12.7 A resolution signed in writing by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more director.

12.8 A director who is in any way either directly or indirectly interested in a contract or arrangement with the Company:-

- (1) shall declare the nature of his interest at a meeting of the directors in accordance with section 317 of the Act;
- (2) subject to such disclosure, shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

13. DIVIDENDS

The directors may deduct from any dividend payable on or in respect of a share all sums of money presently payable by the holder of that share to the Company on any account whatsoever.

14. NOTICES

14.1 A notice may be given by the Company to any member in writing either personally or by sending it by pre-paid post to his registered address within the United Kingdom supplied by him to the Company for the giving of notice to him, but in absence of such address the member shall not be entitled to receive from the Company notice of any meeting.

14.2 In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

14.3 A properly addressed and pre-paid notice sent by post shall be deemed to have been given upon the day following that on which the notice is posted.

14.4 A notice given by facsimile transmission shall be deemed to have been given at the same time as it is transmitted by

the Company or, if the time of transmission is after 6pm, at 9.30am on the next following business day.

15. INDEMNITY

Subject to the provisions of and so far as may be permitted by the Act, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred or sustained by him in the execution and discharge of his duties or otherwise in relation thereto. Regulation 118 of Table A shall be extended accordingly.