

THE COMPANIES ACT 1929

and

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

HODDER & STOUGHTON LIMITED

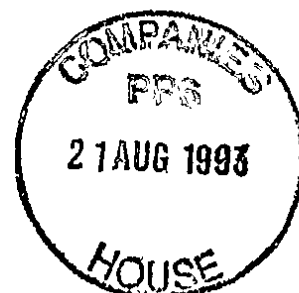
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(As altered by Special Resolution passed 21st September 1966)

- \*1. The name of the Company is "HODDER & STOUGHTON LIMITED".
- 2. The Registered Office of the Company will be situate in England.
- \*\*3. The Objects for which the Company is established are:
  - (A) To carry on business as proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings.
  - (B) To carry on all or any of the businesses of printers, stationers, lithographers, typefounders, stereotypers, electrotypers, photographic printers, photo-lithographers, chromo-lithographers, engravers, die sinkers, bookbinders, designers, draughtsmen, paper and ink manufacturers, booksellers, publishers, exporters, advertising agents, engineers, and dealers in or

\*Name changed from "St. Hugh's Press, Limited" by Special Resolution dated 31st March, 1959

\*\*Clause 3 is printed as amended by Special Resolution of 26th July 1993



manufacturers of any articles or things which may be capable of being used in connection with the foregoing businesses or any of them, or likely to be required by customers of any such business.

- (C) To undertake and transact all kinds of agency business which an ordinary individual may legally undertake.
- (D) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (E) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (F) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (G) 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, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to 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 and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- "(H) To borrow or raise money upon such terms and on such security as may in the opinion of the Directors be expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital."
- (I) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (J) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

- (K) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and; to give guarantees or become security for any such persons, firms, or companies.
- (L) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (LA) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations and the repayment or payment of the principal and premium of and interest on any Securities or obligations of any company which is for the time being the Company's holding company (as defined by section 154 of the Companies Act 1948) or another subsidiary (as defined by the said section) of the Company's holding company or otherwise associated with the Company in business.
- (M) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (N) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (O) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (P) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (Q) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

- (R) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (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, debentures, debenture stock or securities of this Company.
- (T) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children or other relatives or dependents.
- (U) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to

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.

- (V) 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.
- (W) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (X) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (XA) To enter into, carry on and participate in forward and other foreign exchange contracts and capital market transactions and operations of all kinds, including in particular any interest or currency rate swap, interest or currency rate cap, interest or currency rate floor, interest or currency rate collar, currency exchange transaction, forward rate agreement or other interest or currency exchange or rate hedging or protection transaction, or any combination of such transactions or agreements or any option with respect to any such transaction with any person, firm, company, bank, financial or other institution whatsoever and wheresoever situate and in respect of any monies, obligations or liabilities of any nature and for whatever term and for any purpose.

- (Y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that where the context so admits the words "firm" or "company" in this Clause shall be deemed to include any partnership, association or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985, that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company, and that where there are references in this Clause to matters of opinion such matters are to be determined by the sole Director or by the Directors or by any person to whom any such power of decision has been delegated by the sole Director or the Directors in accordance with the Articles of Association of the Company.

4. The liability of the Members is limited.
5. \*The Share Capital of the Company is £100,000 divided into 100,000 Shares of One Pound each. The Shares in the

\*By Ordinary Resolution passed on 24th September 1959 the original Capital of £100,000 was increased to £100,000 divided into £100,000 shares of £1.00 each.

original or any increased Capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred, or other special rights, privileges, conditions, or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

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Names, Addresses and Descriptions  
of Subscribers

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Number of Shares  
taken by each  
Subscriber

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Paul Hodder-Williams  
7, Park Hill,  
Bickley,  
Kent.

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Publisher

T.S. Hodder-Williams  
82, Cadogan Place,  
London,  
S.W.1

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Publisher

DATED the 22nd day of February 1960

WITNESS to the above Signatures:

REGINALD J DAVIS,  
Coppice Field  
Bosham Hoe,  
Sussex

Company Secretary