

No: 889123

The Companies Act 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

INFORMATION ET PUBLICITÉ (U.K.) LIMITED

Passed August 17th , 1992

AT an extraordinary general meeting of the above-named Company duly convened and held on August 17th, 1992 the following resolution was duly passed as a special resolution of the Company:-

SPECIAL RESOLUTION

That the Articles of Association annexed hereto and initialled by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company in lieu of the existing Articles.

.....
Chairman
Gérard HARDY



THE COMPANIES ACTS 1948 - 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

INFORMATION ET PUBLICITÉ (U.K.) LIMITED
(Adopted by Special Resolution passed on 1992)

1. PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (hereafter referred to as "Regulations") (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

2. SHARE CAPITAL

The share capital of the Company is £100 divided into Ordinary Shares of £1 each.

3. AUTHORITY TO ALLOT SHARES

3.1 The Directors are authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) to such persons at such times and on such terms as they think fit. This authority extends to relevant securities authorised but unissued on the date of adoption of these Articles and will expire on the fifth anniversary of such date. The Directors may allot shares pursuant to any employees' share scheme.

3.2 The Directors may, after the expiry of the said five year period, allot shares in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed, varied or revoked by an ordinary resolution of the Company.

4. PRE-EMPTION ON ALLOTMENT OF SHARES

Section 89(1) of the Act shall not apply to any allotment of shares made by the Directors pursuant to the authority conferred upon them by Article 3 above. Save as aforesaid any allotment or proposed allotment of equity securities (as defined in Section 94 of the Act) shall be

subject to the provisions of Sections 89, 90 and 95 of the Act.

5. LIENS

Regulation 8 shall not apply to the Company. The Company shall have a first and paramount lien on every Share (not being a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any Member whether solely or in the names of one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to all dividends payable thereon and any other amounts payable in respect of it.

6. TRANSFER OF SHARES

The Directors shall have an absolute right, without assigning any reason therefor, to refuse to register the transfer of any Share (whether fully paid or not) and Regulation 24 shall be modified accordingly.

7. GENERAL MEETINGS

- 7.1 Regulation 38(b) shall be read and construed as if the words "a majority together holding such lesser percentage subject to a minimum of 90 per cent. as may be fixed by elective resolution passed under Section 366A of the Act" were added after the words "giving that right".
- 7.2 Regulation 41 shall be read and construed as if the words ", 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" were added at the end.
- 7.3 Sub-paragraph (a) of Regulation 62 shall be modified in its application to the Company by the addition after the words "48 hours" of the words "or such shorter period as the Directors may allow".

8. DIRECTORS

- 8.1 Regulation 64 shall not apply to the Company.
- 8.2 The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and for so long as there is a sole Director he shall have authority to exercise all the powers and discretions vested in the Directors by Table A or these Articles generally and Regulation 89 shall be modified accordingly.
- 8.3 For the purpose of determining whether the quorum for the transaction of the business of the Board exists:-
- 8.3.1 in the case of a resolution agreed by Directors in telephonic communications, all such Directors shall be counted in the

quorum;

8.3.2 in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication with such meeting shall be counted in the quorum.

8.4 Any provision of the Act which, subject to the provisions of these regulations, would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as a Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the Company.

9. ALTERNATE DIRECTORS

A Director, or any such other person as is mentioned in Regulation 65, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

10. NO RETIREMENT BY ROTATION

The Directors shall not be required to retire by rotation and accordingly Regulations 73, 74 and 75 shall not apply to the Company. The words "by rotation or otherwise" in Regulation 67, "other than a director retiring by rotation" in Regulation 76, "(other than a director retiring by rotation at the meeting)" in Regulation 77, "Subject as aforesaid" and "and may also determine the rotation in which any additional directors are to retire" in Regulation 78, the last two sentences of Regulation 79 and the last sentence of Regulation 84 shall be deleted.

11. APPOINTMENT AND REMOVAL OF DIRECTORS

A Member or Members holding a majority in nominal value 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 Director or Directors, either as an addition to the existing Directors or to fill any vacancy, 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 lodgement at the registered office of the Company.

12. DIRECTORS' INTERESTS

12.1 A Director may vote as a Director in regard to any matter in which he has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the Company or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such matter is under consideration; and Regulation 94 shall be modified accordingly.

- 12.2 No third party dealing with the Company shall be concerned to see or enquire whether any director has an interest in any dealings between itself and the Company which ought to be disclosed by that director or whether such interest has been disclosed and shall be entitled to assume, in the absence of express notice to the contrary, that all directors of the Company have complied with Section 317 of the Act.

13. NOTICES

- 13.1 The third sentence in Regulation 88 shall be deleted.
- 13.2 At the end of Regulation 111 there shall be added the following new sentence: "Communications by facsimile transmission or telex shall be deemed to be in writing".
- 13.3 In Regulation 112 after the words "in a pre-paid envelope" there shall be added "or by facsimile transmission or telex" and the final sentence shall be deleted.
- 13.4 Regulation 115 shall be replaced with the following: "Proof that an envelope containing a notice was properly addressed, pre-paid and posted or that a facsimile transmission or telex was despatched shall be conclusive evidence that the notice was given. A notice sent by post shall be deemed to be given at the expiration of forty eight hours after the envelope containing it was posted. A notice sent by facsimile transmission or telex shall be deemed to be given when sent.

14. INDEMNITY

Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 144 or 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.