

Number of
Company

939885

Form No. 41

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

THE PENDRAGON PRESS
LIMITED

REGISTERED

2 OCT 1968

Presented by

SIMMONS & SIMMONS,
14, Dominion Street,
London, E.C.2.

(P.1252/AGH/KFB)



I, ADOLPHUS WILLIAM PATERSON

of 14 Dominion Street,

London E.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (") a Solicitor of

the Supreme Court engaged in the formation

of The Pendragon Press

Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at 14 Dominion Street,

London E.C.2.

the 27th day of September

one thousand nine hundred and

sixty eight

Adolphe

Before me,

Francis G. Forbery

FRANCIS G. FORBERY

A Commissioner for Oaths [Notary Public or
Justice of the Peace]

Note.—This margin is reserved for binding and must not be written across.

Number of
Company }

939885/2

Form No. 25

THE STAMP ACT, 1891
(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of the Nominal Capital
OF

THE PENDRAGON PRESS

REGISTERED

- 2 OCT 1968

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of
the Finance Act, 1899, Section 39 of the Finance Act, 1920, and
Section 41 of the Finance Act, 1933.

Presented by

SIMMONS & SIMMONS,
14, Dominion Street,
London, E.C.2.

(P.1252/DGH/KFB)

THE NOMINAL CAPITAL

OF

THE PENDRAGON PRESS

Limited,

is £ 100, divided into:

2,000 Shares of 1/- each

Shares of each

*Signature

A. J. Salas

Description Solicitor engaged in the formation

Dated the 27th day of September 19 68.

NOTE.—This margin is reserved for binding and must not be written across.

*This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.

The Companies Acts, 1948 to 1967

939885 3

27
9

COMPANY LIMITED BY SHARES

REGISTERED

2 OCT 1968

Memorandum of Association

OF

THE PENDRAGON PRESS LIMITED

1. The name of the Company is "THE PENDRAGON PRESS 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 the businesses of printers, manufacturing wholesale and retail stationers, lithographers, photographic lithographers, chromo lithographers, typefounders, stereo-typers, electrotypers, photographers, photographic printers, colour printers, process engravers and printers, engravers, die sinkers and stampers, draughtsmen, machine rulers and numerical printers, photogravure printers and printers by any new process.
 - (B) To carry on the businesses of paper and ink manufacturers and merchants, printers' roller and composition manufacturers, envelope, box, carton and account book makers, showcard manufacturers, bookbinders and dealers in strawboards and all other binding, padding, wrapping and packing materials.
 - (C) To carry on the businesses of printers' engineers, manufacturers, importers, exporters and factors of and dealers in machinery, typewriters, filing and



other cabinets, fancy goods, articles and novelties.

- (D) To carry on the businesses of newsagents, journalists, literary agents, advertising and publicity agents and contractors, agents for the payment of stamp and other duties, advertisement designers, manufacturers of advertising novelties, billposters, artists, designers, draughtsmen, book, print and music sellers and publishers and general warehousemen.
- (E) To establish, acquire, print, edit, publish and circulate or otherwise deal with, and to carry on the businesses of proprietors, publishers and distributors of any newspapers, journals, magazines, periodicals, books, pamphlets, prints, photographs, pictures, drawings or other literary works, written, engraved, painted or printed productions and undertakings.
- (F) To carry on the business of keepers of records and information for any persons, firms or companies or associations.
- (G) To carry on directly or indirectly any other business (whether as agents or brokers or otherwise) which may seem to the Company capable of being conveniently carried on in connection with or in addition to any of the above-mentioned businesses or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or businesses for the time being.
- (H) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (I) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions copyrights and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- (J) To enter into partnership or into any arrangement for sharing profits or joint adventure with any

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(Q)

person, persons or company carrying on or about to carry on any business which the Company is authorised to carry on, or any business capable of being conducted so as directly or indirectly to benefit the Company, and to acquire or join in acquiring any such business, and to amalgamate with any other company having objects altogether or in part similar to those of the Company.

- (K) To purchase, take on lease or in exchange, hire, subscribe for or otherwise acquire, and to hold and deal with any property, real or personal, including patents, patent rights, inventions and concessions and shares, stocks, debentures or obligations of any company.
- (L) To institute, enter into, carry on, finance, subsidise, assist in financing or subsidising the sale or leasing or letting on hire or maintenance of all property, real or personal of all and every kind and description and wheresoever situate in any fashion and upon any terms whatsoever, including by way of hire purchase or leasing or letting on hire or deferred payment or similar transactions.
- (M) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills, notes and other negotiable or transferable instruments.
- (N) To borrow and secure the payment of money in such manner and on such terms as the Directors may deem expedient, and to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or future, including uncalled capital, and to issue on such terms as may be thought expedient debentures or debenture stock, perpetual or redeemable.
- (O) To lend money either with or without security to any person or company and to guarantee the performance of contracts or the payment of debts or liabilities by any person or company.
- (P) To pay for any business, property or rights acquired or agreed to be acquired by the Company, and generally to satisfy any obligation of the Company, by the issue or transfer of shares of this or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other company.
- (Q) To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works

of art or interest, by publication of books or periodicals, or by granting prizes, rewards and donations.

- (R) To sell, exchange, let, develop, dispose of, or otherwise deal with the undertaking, or all or any part of the property of the Company, upon such terms and for such price or other consideration of any kind as the Company may think fit.
- (S) To promote or assist in or contract with any person or company for the promotion of any company or companies, for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purpose.
- (T) To remunerate or make donations to any person or company for services rendered or to be rendered to the Company.
- (U) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined by the Directors.
- (V) To distribute among the Members or any class or classes of Members of the Company in specie any property of the Company.
- (W) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons and to set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them, and to support or subscribe to any charitable funds or institutions the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its officers or employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(X) To do all or any of the above things, in any part of the world as principals or agents, contractors, trustees or otherwise and by or through trustees, attorneys or agents and either alone or in conjunction with others, and to procure the company to be registered or recognised in any foreign country or place.

(Y) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this Clause, except where otherwise expressed in such paragraph, shall be separate and independent main objects of the Company, and shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 2,000 shares of 1/- each.

WE, the several persons whose names and 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber

Rodney Gordon Ward /
14, Dominion Street.
London E.C.2.
Solicitor's Articled Clerk.

Jan Charles Ticker /
14, Dominion Street
London E.C.2.
Solicitor's Articled Clerk

One

DATED this 27th day of September 1968

WITNESS to the above signatures :-

Karlsson Burton,
14 Dominion Street, E.C.2.
Secretary.

939885/4

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES



Articles of Association

OF

THE PENDRAGON PRESS LIMITED

REGISTERED

2 OCT 1968

PRELIMINARY

1. Subject as provided in the next following regulation and to the modifications hereinafter expressed the regulations contained and incorporated in Part II of Table A set out in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company and shall together with the regulations herein contained constitute the regulations of the Company.

2. Regulations 3, 24, 52, 53, 75, 87, 89, 90, 91, 92, 96, 97, and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulations 3, 4, 5 and 6 of Table A, Part II, shall not apply to the Company and the exception contained in regulation 1 of Table A, Part II, shall be extended accordingly.

SHARES

3. The shares shall be at the disposal of the Directors who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, provided that no share shall be issued at a discount, except as provided by Section 57 of the Act.

4. Subject to the provisions of Section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of a share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

6. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of:

- (A) the declaration of dividends;
- (B) the reading consideration and adoption of the balance sheet and profit and loss account, the group accounts (if any) and the reports of the Directors and Auditors and other documents required to accompany or be annexed to the balance sheet;
- (C) the election of Directors;
- (D) the re-appointment of the retiring Auditors and the fixing of the amount of their remuneration or the manner in which it is to be determined; and
- (E) the fixing of the amount of the remuneration of the Directors or the manner in which it is to be determined

7. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business and save as otherwise provided by these Articles two members present in person or by proxy shall be a quorum. A corporation being a member shall if represented in accordance with regulation 74 of Table A, Part I be deemed to be personally present.

8. It shall not be necessary to give notice of an adjourned meeting and regulation 57 of Table A, Part I shall be modified accordingly.

9. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

11. A Director shall not be required to hold any shares in the Company by way of qualification.

BORROWING POWERS

12. The whole of the proviso to regulation 79 of Part I of Table A shall be omitted.

POWERS AND DUTIES OF DIRECTORS

13. A Director may vote as a Director on any question relating to any contract or arrangement or proposed contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which the question be considered, and if he shall so vote his vote shall be counted. This article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

14. In regulation 86 of Table A, Part I, the words from and including the words "and every Director" down to the end of that regulation shall be omitted.

APPOINTMENT AND REMOVAL OF DIRECTORS

15. All the words after the word "Directors" shall be omitted from regulation 94 of Part I of Table A.

16. All the words after the word "re-election" shall be omitted from regulation 95 of Part I of Table A.

17. Without prejudice to the power of the Company under Section 184 of the Act to remove a Director by Ordinary Resolution, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his stead.

18. Without prejudice to the powers of the Directors under Regulation 95 of Part I of Table A the Company in General Meeting may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

PROCEEDINGS OF DIRECTORS

19. A Resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors (as the case may be) of the committee of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.

ALTERNATE DIRECTORS

20. If any Director shall be unable through illness or otherwise to attend any meeting of the Directors or shall be about to leave or shall have left the United Kingdom he may by writing under his hand appoint any other Director or appoint any person (who shall not require a share qualification or be entitled to receive any remuneration from the Company) to be alternate Director in his place and every such alternate Director shall, during such inability or absence of the Director appointing him, be entitled to attend and vote at meetings of the Directors, and generally shall 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 and until the approval of two-thirds of the Directors for the time being shall have been given. A Director may at any time revoke the appointment of an alternate Director 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 Director 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 left at the registered office of the Company shall be sufficient evidence of such revocation.

ACCOUNTS

21. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of Section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

NOTICES

22. A notice sent by post shall be deemed to be served at the time of posting and regulation 131 of Table A, Part I, shall be modified accordingly. Furthermore in that regulation the word "or" immediately before the words "to his registered address" shall be omitted.

23. It shall not be necessary to give notice of any general meeting to the legal personal representatives or trustee in bankruptcy of a deceased or bankrupt member and regulation 134 of Table A, Part I, shall accordingly be modified by the deletion of sub-paragraph (b) thereof.

24. Every Director whether or not a member shall be entitled to receive notice of and attend all General Meetings of the Company and all separate general meetings

of the holders of any class of shares in the capital of the Company and regulation 134 of Table A, Part I, shall be modified accordingly.

WINDING UP

25. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division." and the word "members" shall be substituted for the word "contributories".

INDEMNITY

26. Every Director or other officer of the Company shall be entitled to 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 proceeding, 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 448 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 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Rodney Gordon Ward

14, Dominion Street,

London E.C.2.

Solicitor's Articled Clerk.

Jan Charles Tinker

14, Dominion Street

London E.C.2.

Solicitor's Articled Clerk.

Dated the 27th day of September 1968

Witness to the signature of :-

Kathleen Burton,

14 Dominion Street, E.C.2.

Secretary.



CERTIFICATE OF INCORPORATION

No. 939865


I hereby certify that

THE PENDRAGON PRESS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the

2ND OCTOBER, 1968.


Assistant Registrar of Companies