

966900 / 1
of Company.....

THE COMPANIES ACTS 1948 & 1967

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

Pursuant to Section 15(2) of The Companies Act, 1948

REGISTERED

25 NOV 1969

REEFDELL

Limited

I, **STANLEY HAROLD DAVIS**

1/3 Leonard Street, City Road, London, E. C. 2.

Solemnly and Sincerely Declare that I am (A) a person named in the Articles
of Association as Secretary.

REEFDELL

Limited,

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."

Signed at 11 Upper Brook Street

LONDON, W. 1.

17th day of November

Thousand Nine Hundred and

Sixty Nine

Before Me,

Commissioner for Oaths (D)



"A Solicitor of the Supreme Court Engaged in the Formation" or
"A Person named in the Articles of Association as a Director" or
"A Person named in the Articles of Association as Secretary".
(1) or a Notary Public or Justice of the Peace.

Presented for Filing by

H. Co. (City Road) Limited
Company Registration Agents

REGISTRATION OFFICE
25 NOV 1969

HART & CO. (CITY ROAD) LIMITED
COMPANY REGISTRATION AGENTS

ificate No.

966900

2

REGISTERED

25 NOV 1969

Form No. 25.

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital
of

REFEEN

Limited

NOTE—The Stamp Duty on the Nominal Capital is Ten Shillings
for every £100 or fraction of £100.

THE NOMINAL CAPITAL OF THE ABOVE COMPANY IS

£ 100

(Signature)

(Officer)

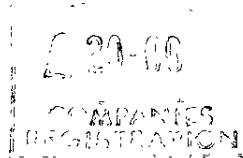
10th day of November 1969

Printed for Filing by

HART & CO. (CITY ROAD) LIMITED
COMPANY REGISTRATION AGENTS

1/3 LEONARD STREET, LONDON, E.C.2

Telephone: 01-253 410



CP 520
CP 10/

THE COMPANIES ACTS, 1948 TO 1967 ✓



COMPANY LIMITED BY SHARES

966900 / 3

Memorandum of Association

OF

REGISTERED

25 NOV 1969

REEFDELL LIMITED ✓

1. The name of the Company is REEFDELL 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 within and without the United Kingdom
all or any of the businesses of exporters, importers, manufac-
turers, agents, brokers, general merchants and dealers, both
wholesale and retail, in all articles of commercial, manufacturing,
personal and household use and consumption; ornament, recreation
and amusement, and generally in all raw materials, manufactured
goods, materials, provisions and general produce, and also the
business of storage contractors, wharfingers, carriers, shipping
and forwarding agents, warehousemen and storekeepers; and
to carry on any other trade or business, which can, in the opinion
of the Board of Directors, be conveniently or advantageously carried
on in connection with or ancillary to all or any of the above businesses,
or is calculated, directly or indirectly to enhance the value of any of the
Company's business, property, rights or assets; and to carry on the
aforesaid businesses, either together as a single business or as separate
and distinct businesses in any part of the world.

THE G. CO. (INDIA) LTD.

Company Registration Agents

100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

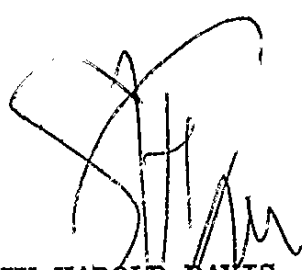
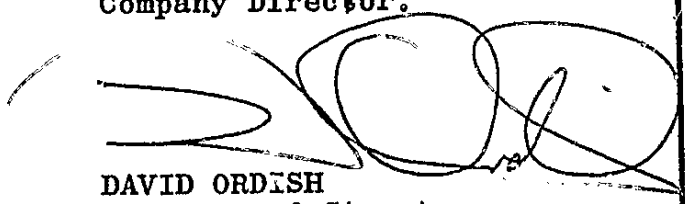
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited. /

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

WE, the several persons whose names and addresses 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
 STANLEY HAROLD DAVIS 1-3 Leonard Street, City Road, London, E.C.2. Company Director.	ONE
 DAVID ORDISH 1-3 Leonard Street, City Road, London, E.C.2. Office Manager	ONE

Dated the ¹⁰th day of ^{November}~~October~~, 1969.

Witness to the above Signatures-

MICHAEL CLAFF
 1-3 Leonard Street,
 City Road, London, E.C.2.
 Company Director.

966900 / 4

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

REGISTERED

25 NOV 1969

Articles of Association

OF

REEFDELL LIMITED



PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

13. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis.

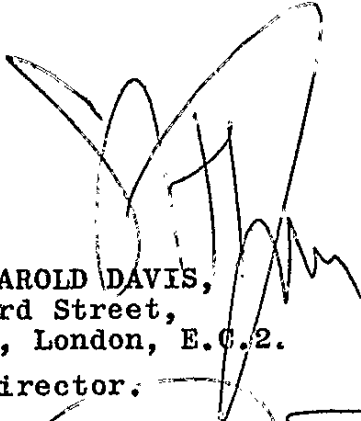
SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

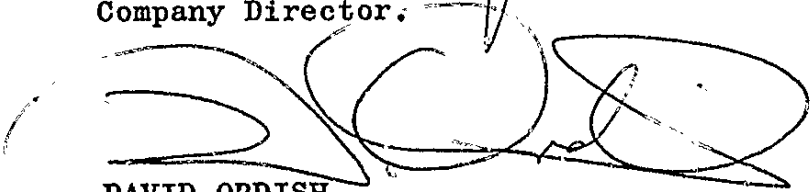
INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



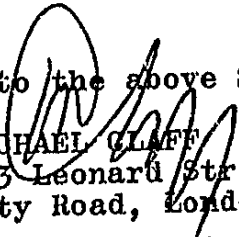
STANLEY HAROLD DAVIS,
1-3 Leonard Street,
City Road, London, E.C.2.
Company Director.



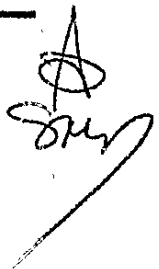
DAVID ORDISH,
1-3 Leonard Street,
City Road, London, E.C.2.
Office Manager.

Dated the ¹⁰th day of ^{November} ~~October~~, 1969.

Witness to the above Signatures--



MICHAEL CLAFF
1-3 Leonard Street,
City Road, London, E.C.2.
Company Director.





CERTIFICATE OF INCORPORATION

No. 966900

I hereby certify that

REEFDILL 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 **25th NOVEMBER, 1969.**


(F. L. KNIGHT)
Assistant Registrar of Companies

THE COMPANIES ACTS, 1948 to 1967.

14/37

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

REEFDELL LIMITED.

Passed the 25th Day of November, 1969.

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 1/3 Leonard Street, City Road, London, E. C. 2.

on the 25th Day of November 1969, the subjoined SPECIAL RESOLUTION was duly passed:-

RESOLUTION

THAT the existing Clause 3(A) in the Memorandum of Association of the Company be deleted, and that the attached Clause 3(A) be substituted in its place.



Signature

S. H. DAVIS (SECRETARY)

(A) To carry on the business of printers, engravers, publishers, book and print sellers, bookbinders and art journalists in all their branches; newspaper and magazine proprietors, newsagents, journalists, literary agents, and stationers in all their branches; manufacturers and distributors of and dealers in engravings, prints, pictures, drawings, and in written, engraved, painted or printed productions in all their branches; advertising agents, advertisement contractors, and designers of advertisements in all their branches; paper makers and printing and other ink manufacturers in all their branches.

Number of Company:- 966900

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

REEFDELL LIMITED.

(As amended by Special Resolution passed 25th November, 1969)

1. The name of the Company is Reefdell 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 business of printers, engravers, publishers, book and print sellers, bookbinders and art journalists in all their branches; newspaper and magazine proprietors, newsagents, journalists, literary agents, and stationers in all their branches; manufacturers and distributors of and dealers in engravings, prints, pictures, drawings, and in written, engraved, painted or printed productions in all their branches; advertising agents, advertisement contractors, and designers of advertisements in all their branches, paper makers and printing and other ink manufacturers in all their branches,

25/11/69
JH
12

SH
COMPANIES REGISTERED
1969

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world as Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise and to secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

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

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

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REEFEDELL

LIMITED

Passed 13th MARCH, 1970.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 15 Charterhouse Street Holborn Circus London E.C. 1.

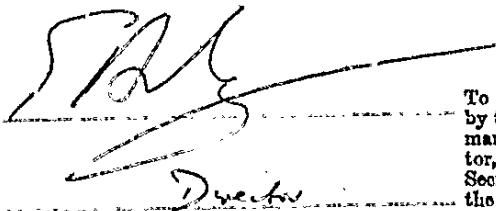
on the 13th day of March, 1970, the subjoined Special Resolutions were duly passed, viz. :—

RESOLUTION

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Note

- "1. That the Capital of the Company be increased by the creation of 19,900 shares of £1 each. 5,900 of such shares shall rank pari passu in all respects with the existing shares in the Capital of the Company and shall together with the existing capital of One hundred pounds be designated "A" shares and 14,000 of such shares shall be "B" shares and such Capital "B" shares shall confer upon their holders the rights and privileges attached thereto by the new Articles of Association to be adopted by the next following Resolution.
- "2. That the following additional Article of Association be adopted:
'3A. The initial share capital of the Company is £20,000 divided into 6,000 Ordinary "A" shares of £1 each and 14,000 "B" shares of £1 each. The Ordinary "A" shares and the "B" shares shall rank for dividend and in all other respects pari passu save that the holders of the "B" shares shall have no right as such to receive notice of or to attend or to vote either in person or by proxy at any General Meeting of the Company unless the business of the Meeting includes the consideration of any resolution adversely affecting any of the rights or interests of the holders of such shares or any resolution of the winding-up of the Company or a reduction of its capital or its amalgamation with another company.'

Signature



To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him:

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions;
- (b) extraordinary resolutions;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

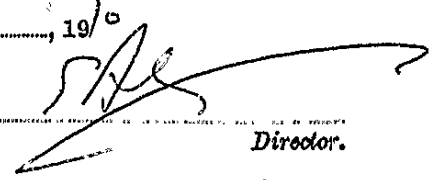
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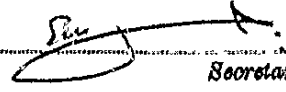
NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since 25 November 1969

Dated this 26th day of March, 1970


Director.


Secretary.

* NOTE.—Insert "1st July, 1948" (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 120 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

Number of } 966900
Company }

THE COMPANIES ACTS 1948 to 1967

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

(A separate STATEMENT OF INCREASE may not be required with this form; please see overleaf)

To the REGISTRAR OF COMPANIES

REFEDEL,

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a * Special Resolution of the Company dated the 13th day of March 1970 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 19,900 beyond the registered capital of £ 100

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
5900	Ordinary "A"	£1
14000	Ordinary "B"	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows :—

* * If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

5900 ordinary "A" shares to rank pari passu in all respects with the existing £100 share capital of the Company.

The ordinary "A" and "B" shares shall rank for dividend and in all other respects pari passu save that the holders of the "B" shares shall have no right as such to receive notice of or to attend or to vote either in person or by proxy at any General Meeting of the Company unless the business of the Meeting includes the consideration of any resolution adversely affecting any of the rights or interests of the holders of such shares or any resolution of the winding-up of the Company or a reduction of its capital or its amalgamation with another Company.

Signature.....

State whether Director
or Secretary

Dated the 26th day of March 1970

Presented by

Presenter's Reference R 5435

THE STAMP ACT,

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY

Statement of Increase of the Nominal Capital

OF

REEFDELL

LIMITED

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

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Document Filer's Reference *R. 5435*

Rayner Sherman Martin & Co.,

15 Charterhouse Street,

London, E.C.1.

Form No. 26a

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 25-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

REEFDELL

Limited

has by a Resolution of the Company dated

13th March

19~~6~~70 been increased by

the addition thereto of the sum of £ 12,900

divided into :—

5,900 Ordinary A

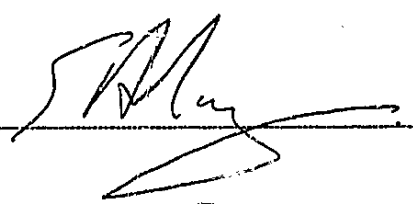
Shares of £1 each

14,000 Ordinary B

Shares of £1 each

beyond the registered Capital of £100

Signature



(State whether Director or Secretary)

Director

Dated the 26th day of March 19~~6~~70

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

Number of Company:- 966900 / 116

THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

REEFDELL LIMITED.

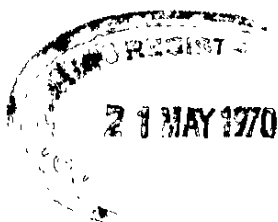
=====
Passed the 18th Day of May, 1970.
=====

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 1/3 Leonard Street, City Road, London, E. C. 2. on the 18th Day of May, 1970, the subjoined SPECIAL RESOLUTION was duly passed:-

RESOLUTION

THAT the name of the Company be changed to:-

ORBIS PUBLISHING LIMITED.



.....
S. H. DAVIS (SECRETARY)

21 MAY 1970
City Road
18 Street, City Road



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 966900/17

I hereby certify that

PERFECTA LIMITED

having by special resolution and with the approval of the Board of Trade changed its name, is now incorporated under the name of

ORBIS PUBLISHING LIMITED

Given under my hand at London the 1st JUNE, 1979


(F. L. KNIGHT)

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Sec 9 - ECA

Memorandum
AND
Articles of Association
OF
ORBIS PUBLISHING LIMITED

Incorporated the 25th day of November 1969.

No. 966900



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ORBIS PUBLISHING LIMITED

(As amended by Special Resolution passed 26th November 1969).

1. The name of the Company is * Reefdell 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 business of printers, engravers, publishers, book and print sellers, bookbinders and art journalists in all their branches; newspaper and magazine proprietors, newsagents, journalists, literary agents, and stationers in all their branches; manufacturers and distributors of and dealers in engravings, prints, pictures, drawings and in written, engraved, painted or printed productions in all their branches; advertising agents, advertisement contractors, and designers of advertisements in all their branches, paper makers and printing and other ink manufacturers in all their branches.

* The name of the Company was changed to Orbis Publishing
14. Limited by Special Resolution passed 18th May 1970.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. * The share capital of the Company is £20,000 divided into 6,000 "A" Ordinary Shares of £1 each and 14,000 "B" Shares of £1 each.

* The capital of the Company was increased from £100. by Special Resolution passed 13th March 1970.

WE, the several persons whose names and addresses 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
<p>STANLEY HAROLD DAVIS 1-3 Leonard Street, City Road, London, E.C.2. Company Director.</p> <p>DAVID ORDISH 1-3 Leonard Street, City Road, London, E.C.2. Office Manager</p>	<p>ONE</p> <p>ONE</p>

DATED the 10th day of November 1969.

Witness to the above Signatures--

MICHAEL CLAFF
1-3 Leonard Street,
City Road, London, E.C.2.
Company Director.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

ORBIS PUBLISHING LIMITED

(As amended by Special Resolution passed 13th March 1970)

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

3A. The initial share capital of the Company is £20,000 divided into 6,000 Ordinary "A" shares of £1 each and 14,000 "B" shares of £1 each. The Ordinary "A" shares and the "B" Shares shall rank for dividend and in all other respects *pari passu* save that the holders of the "B" shares shall have no right as such to receive notice of or to attend or to vote either in person or by proxy at any General Meeting of the Company unless the business of the Meeting includes the consideration of any resolution adversely affecting any of the rights or interests of the holders of such shares or any resolution for the winding-up of the Company or a reduction of its capital or its amalgamation with another company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the

Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

13. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis.

SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

STANLEY HAROLD DAVIS,
1-3 Leonard Street,
City Road,
London, E.C.2.

Company Director.

DAVID ORDISH,
1-3 Leonard Street,
City Road,
London, E.C.2.

Office Manager.

DATED the 10th day of November, 1969.

Witness to the above Signatures-

MICHAEL CLAFF,
1-3 Leonard Street,
City Road, London, E. C.2.
Company Director.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

*Still private
E.C.A.*

Memorandum

72

AND

Articles of Association

OF

ORBIS PUBLISHING LIMITED ✓

Incorporated the 25th day of November 1969.

No. 966900

#29

COMPANIES REGISTRATION
195 SEP
27 1969

STP

M/na

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ORBIS PUBLISHING LIMITED

(As amended by Special Resolution passed 26th November 1969).

1. The name of the Company is * Reefdell 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 business of printers, engravers, publishers, book and print sellers, bookbinders and art journalists in all their branches; newspaper and magazine proprietors, newsagents, journalists, literary agents, and stationers in all their branches; manufacturers and distributors of and dealers in engravings, prints, pictures, drawings and in written, engraved, painted or printed productions in all their branches; advertising agents, advertisement contractors, and designers of advertisements in all their branches, paper makers and printing and other ink manufacturers in all their branches.

* The name of the Company was changed to Orbis Publishing
14. Limited by Special Resolution passed 18th May 1970.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. * The share capital of the Company is £20,000 divided into 6,000 "A" Ordinary Shares of £1 each and 14,000 "B" Shares of £1 each.

* The capital of the Company was increased from £100. by Special Resolution passed 13th March 1970.

WE, the several persons whose names and addresses 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.

NAHES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
STANLEY HAROLD DAVIS 1-3 Leonard Street, City Road, London, E.C.2. Company Director.	ONE
DAVID ORDISH 1-3 Leonard Street, City Road, London, E.C.2. Office Manager	ONE

DATED the 10th day of November 1969.

Witness to the above Signatures-

MICHAEL CLAFF
1-3 Leonard Street,
City Road, London, E.C.2.
Company Director.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

ORBIS PUBLISHING LIMITED

(As amended by Special Resolution passed 13th March 1970)

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company. ✓

2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. ✓

3A. The initial share capital of the Company is £20,000 divided into 6,000 Ordinary "A" shares of £1 each and 14,000 "B" shares of £1 each. The Ordinary "A" shares and the "B" Shares shall rank for dividend and in all other respects pari passu save that the holders of the "B" shares shall have no right as such to receive notice of or to attend or to vote either in person or by proxy at any General Meeting of the Company unless the business of the Meeting includes the consideration of any resolution adversely affecting any of the rights or interests of the holders of such shares or any resolution for the winding-up of the Company or a reduction of its capital or its amalgamation with another company. ✓

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the

Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

13. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis.

SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

STANLEY HAROLD DAVIS,
1-3 Leonard Street,
City Road,
London, E.C.2.

Company Director.

DAVID ORDISH,
1-3 Leonard Street,
City Road,
London, E.C.2.

Office Manager.

DATED the 10th day of November, 1969.

Witness to the above Signatures-

MICHAEL CLAFF,
1-3 Leonard Street,
City Road, London, E. C.2.
Company Director.

966400 / 43

COMPANY NO:

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

RESOLUTIONS OF ORBIS PUBLISHING LIMITED

PASSED THE 24th DAY OF July 1979

At an EXTRAORDINARY GENERAL MEETING of the above company duly convened and held at Orbis House, 20/22, Bedfordbury, London, WC2 on Tuesday the 24th day of July 1979 the subjoined resolutions were duly passed as to resolution 1 as an ordinary resolution and as to resolution number 2, as a special resolution viz:-

1. That the existing 6,000 'A' ordinary shares of £1 each and 14,000 'B' ordinary shares of £1 each in the capital of the company be and are hereby redesignated into 20,000 'A' ordinary voting shares of £1 each.

2. That the authorised share capital of the company be increased from £20,000 to £270,000 by the creation of a further 150,000 new 'A' ordinary voting shares of £1 each ranking pari passu in all respects with the existing 'A' ordinary voting shares and by the creation of 100,000 new 'B' ordinary non-voting shares ranking pari passu in all respects with the 'A' ordinary voting shares except that the new 'B' ordinary non-voting shares shall not entitle the holders thereof by virtue of such holding to attend and vote at any meeting of the members of the company.

[Signature]
.....

CHAIRMAN



COMPANY NO. 966400

[Handwritten signature]
20/22 Bedfordbury

No. of Company 966900

Form No. 10

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

ORBIS PUBLISHING

State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a SPECIAL Resolution of the Company dated the
24th day of July 19 79 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 250,000
beyond the registered capital of £20,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
150,000	'A' ordinary voting shares	£1
100,000	'B' ordinary non-voting shares	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

The 150,000 new 'A' ordinary voting shares of £1 each rank
pari passu in all respects with the existing 'A' ordinary
voting shares. The new 'B' ordinary non-voting shares rank
pari passu in all respects with the 'A' ordinary voting shares
except that the new 'B' ordinary non-voting shares shall not
entitle the holders thereof by virtue of such holding to attend
or vote at any meeting of the members of the Company

Signature

State whether Director
or Secretary

Director

Dated the 24th day of July 19 79

Presented by

Presenter's Reference B/26882

Rayner & Co.,

Kingmaker House, Station Road,

New Barnet, Herts. EN5 1RB

(see notes overleaf)



146

THE COMPANIES ACTS 1948 to 1980NOTICE OF RESOLUTIONORBIS PUBLISHING LIMITED

At an Extraordinary General Meeting of members of the Company held at Orbis House Bedfordbury London W.C.2 on 19th January 1982 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

"That the A Ordinary Shares of £1 each and B Ordinary Shares of £1 each in the capital of the Company be redesignated as Ordinary Shares of £1 each, the said new shares to rank pari passu in all respects to the intent that the Ordinary Shares that were formerly B Ordinary Shares should no longer disentitle the holders thereof from attending and voting at meetings of members of the Company".

CHAIRMAN

Filed by:

Rayner & Co
Kingmaker House
Station Road
New Barnet
Herts EN5 1RB.

Ref. 5829



A

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

3

Please do not write in this binding margin

To the Registrar of Companies

For official use

53

Please complete legibly, preferably in black type, or bold black lettering

Name of company

ORBIS PUBLISHING	Limited*
------------------	----------

*Delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or has having come, to an end is as shown below:

Company number	Day	Month
966900	30	09

†Delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day	Month	Year
30	09	1983

See note 4 (c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

‡Delete as appropriate

The company is a [subsidiary] [holding company]‡ of _____
 _____, company number _____
 the accounting reference date of which is _____


§Delete as appropriate

Signed [Signature] [Director] [Secretary]§ Date 17 March 1983

Presenter's name, address and reference (if any):

RAYNER, DE WOLFE
 Solicitors
 Kingsbourne House
 229-231 High Holborn
 LONDON WC1V 7DA

R/6829

For official use		
Data punch	General section	Post room
		

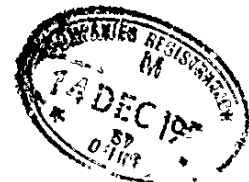
THE COMPANIES ACTS 1948 - 1980

NOTICE OF SPECIAL RESOLUTION

ORBIS PUBLISHING LIMITED

At an Extraordinary General Meeting of the above-named Company duly held at Orbis House, Bedfordbury, London, WC2 on 6th December 1984 the following Resolution was passed as a Special Resolution:-

- (1) That Regulation 4 shall be deleted and there shall be substituted therefor the following regulation:-
- (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Articles by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. In accordance with Section 17 (9) of the Companies Act 1980 Sub-section (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.
- (b) Subject to paragraph (a) of this Article the Directors are generally and unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the 6th day of December 1984 and the Directors may, after that period, allot any



shares or grant any such rights under this authority 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 or varied by Ordinary Resolution


(2) That in Regulation 9 the word "seven" shall be deleted and shall be substituted therefore the word "nine"

(3) By the insertion after Regulation 10 of the following new Regulation:

"10A. The Directors may from time to time and at any time appoint a person or persons to attend Meetings of the Directors by invitation and to advise and assist the Directors. Any person so appointed (hereinafter called an "Executive Director") shall not be a member of the Board and shall not require any qualification, and shall not be entitled to vote at Meetings of Directors. Subject as aforesaid, the Directors may define and limit the powers and duties of the Executive Directors, and may fix and determine their remuneration and may remove any Director so appointed."

(4) That Regulation 11 shall be deleted and there shall be substituted therefor the following Regulation:

"11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint one or more alternate Directors to the intent that (if more than one) the first named alternate Director shall represent the Director appointing him but if such first named shall not be available for such purpose then the next named alternate Director shall so represent and so on until the last named alternate Director. All alternate Directors so appointed must be Directors of the Company and alternate Directors shall not be entitled to notices of meetings of Directors in addition to such notices to them as Directors of the Company and in the absence of the Director appointing him the alternate Director shall be entitled to attend Meetings of Directors and vote in the name of the Director appointing him. The appointment of an alternate Director or Directors shall cease and determine forthwith if and when the Director appointing him or them ceases to hold office as a Director."


.....
Chairman



**Notice of new accounting reference
date given during the course of
an accounting reference period**

225(1)

Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

1616

966900

Name of company

* ORBIS PUBLISHING LIMITED

* Insert full name
of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 0 3

Note
Please read notes
1 to 5 overleaf
before completing
this form

† delete as
appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and
~~[is to be treated as having come to an end]~~ [will come to an end]† on:

Day Month Year

3 1 0 3 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of

See note 4c and
complete as
appropriate

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date

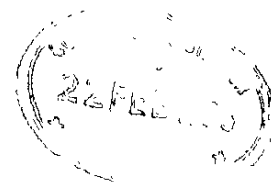
19 FEB 86

Presentor's name address and
reference (if any):

Rayner, De Wolfe
Kingmaker House
Station Road
New Barnet
Herts
EN5 1RB

For official Use
General Section

Post room



G

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold black lettering

*Insert full name of company

Note
Please read notes 1 to 5 overleaf before completing this form

†Delete as appropriate

See note 4c and complete as appropriate

To the Registrar of Companies

For official use

Company number

966900

Name of company

* ORBIS PUBLISHING LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	1	1	2
---	---	---	---

The current accounting reference period of the company is to be treated as [shortened]† [extended]† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day Month Year

3	1	1	2	1	9	8	8
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director] [Secretary]†

Date

19th April 1988

Presentor's name, address and reference (if any):

RAYNER DE WOLFE
31 Southampton Row
London WC1B 5HJ

Ref: SAR.

For official use
General Section

Post room

RECEIVED

ORBIS PUBLISHING LIMITED

THE COMPANIES ACT 1985

Registered No: 966900

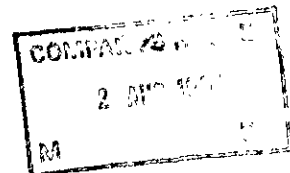
COPY resolution of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at Griffin House, 161 Hammersmith Road, London W6 8SD on 28th June 1991.

SPECIAL RESOLUTION

THAT the Articles of Association be abrogated and thereupon replaced by adopting the new Articles submitted to this meeting and approved without amendment.

.....
Company Secretary

Dated 28th day of June 1991

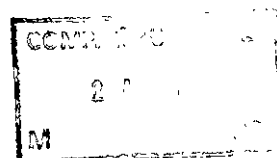


THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

-of-

ORBIS PUBLISHING LIMITED

Adopted by Special Resolution *28th* June 1991



PRELIMINARY

1. THE Company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the Regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.
2. REGULATIONS 8, 23, 24, 61, 73, 74, 75, 80, 81, 84, 89, 95, 97 and 118 of Table A shall not apply to the Company, but the remaining Regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the Articles of Association of the Company.

SHARES

3. SECTIONS 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company in their entirety. Any shares not accepted pursuant to the procedure set out therein shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they shall think fit; PROVIDED THAT in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.
4. SUBJECT to Article 3 hereof, the Directors are unconditionally authorised for the purposes of Section 80 of the Act, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation

LIEN

5. THE Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. 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 any amount payable in respect of it.

[Handwritten signature]

SHARE TRANSFERS

6. THE instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.
7. THE Directors shall, subject to paragraph (a) of Article 8 hereof, register the transfer of any share to any other Member of the Company.
8. SUBJECT to Article 7 hereof the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer which would otherwise be permitted under the succeeding provisions of this Article if it is a transfer:-
 - (i) of a share on which the Company has a lien; or
 - (ii) of a share (not being a fully paid share) to a person of whom they shall not approve;

DIRECTORS

9. UNLESS and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one and there shall be no maximum number of Directors of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.
10. ANY Director may by notice in writing signed by him and deposited with the Company appoint an Alternate Director to act on his behalf. Such Alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every Alternate Director shall during the period of his appointment be entitled to notice of all meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an Alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.
11. THE office of a Director shall be vacated if:-
 - (a) by notice in writing delivered to the Company at its registered office or tendered at a Meeting of the Directors he resigns the office of Director; or
 - (b) he becomes bankrupt or enters into or makes any arrangement with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:-
 - (i) 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 to hospital is made under the Mental Health (Scotland) Act 1960; or

WJ

- (ii) 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; or
- (d) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.

MANAGING DIRECTORS AND MANAGERS

- 12. THE Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a Director.
- 13. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

PROCEEDINGS OF DIRECTORS

- 14. (a) THE quorum necessary for the transaction of business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in Office, be four.
- (b) A Director may participate in any meeting of the Directors or of any committee of the Directors by means of a conference telephone or communications equipment now known or hereafter to be devised provided that all Directors and the Secretary participating in the meeting in this manner are able to hear and be heard by one another and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and shall constitute a meeting of the Directors.

SECRETARY

- 14. THE first Secretary of the Company shall be the person named in the Statement delivered to the Registrar of Companies pursuant to the Act.

INDEMNITY

- 16. SUBJECT to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, Officer, Official or Auditor of the Company shall be entitled to be indemnified out of the assets of the Company against 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.



Names, Addresses and Descriptions of Subscribers

STANLEY HAROLD DAVIS

1-3 Leonard Street
City Road
London EC2

Company Director

DAVID ORDISH

1-3 Leonard Street
City Road
London EC2

Office Manager

DATED this 10th day of November 1969

Witness to the above Signatures:-

MICHAEL CLAFF

1-3 Leonard Street
City Road
London EC2

Company Director

JN:WD3:33

WJ

COMPANY NUMBER 966900

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ORBIS PUBLISHING LIMITED

We, the undersigned, being all the Members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following Resolutions and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

ORDINARY RESOLUTION

1. That the authorised share capital of the Company be increased to £15,270,000 by the creation of 15,000,000 Redeemable Shares of £1 each in the capital of the Company such class of shares to have the rights set out in the Articles of Association of the Company as adopted pursuant to Resolution 4 below.
2. That pursuant to Section 80 of the Companies Act 1985, the Directors shall have the authority to allow any unissued shares in the capital of the Company such authority to expire on the anniversary of five years from the date of the passing of this Resolution.

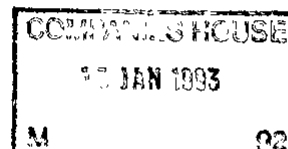
SPECIAL RESOLUTIONS

3. That the Memorandum of Association of the Company be amended by deleting the existing Clause 5 and by substituting therefore the following Clause 5.
"5. The share capital of the Company is £15,270,000 divided into 270,000 ordinary shares of £1 each and 15,000,000 Redeemable Shares of £1 each.
4. That the Articles of Association of the Company be abrogated and thereupon replaced by the new Articles of Association attached hereto.

.....
For and on behalf of
De Agostini (UK) Limited

.....
Roberto Drago

Dated the 30th day of December 1992



THE COMPANIES ACTS 1985 & 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

ORBIS PUBLISHING LIMITED

Adopted by Special Resolution 30th December 1992

PRELIMINARY

1. THE Company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the Regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.
2. REGULATIONS 8, 23, 24, 61, 73, 74, 75, 80, 81, 84, 89, 95, 97 and 118 of Table A shall not apply to the Company, but the remaining Regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the Articles of Association of the Company.

SHARES

3. THE Company shall not have power to issue share warrants to bearer.
4. THE provisions of Section 89 (1) of the Act shall not apply to the Company.
5. THE capital of the company at the date of adoption of these Articles is £15,270,000 divided into 270,000 Ordinary Shares of £1 each ("Ordinary Shares") and 15,000,000 Redeemable Shares of £1 each ("Redeemable Shares").
6. THE Ordinary Shares and the Redeemable Shares shall constitute different classes of shares for the purposes of the Act.

The rights attaching to the respective classes of shares shall be as follows:-

(i) Income

The Redeemable Shares shall confer upon the holders thereof no right to receive dividends or otherwise have any rights in the profits which the Company determines to distribute in respect of any financial year.

(ii) Voting

The Ordinary Shares and the Redeemable Shares shall confer upon the holders thereof the right *pari passu* to receive notices of, attend, speak and vote at all General Meetings of the Company.

(iii) Capital

On a return of assets on liquidation or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied first in paying *pari passu* to the holders of the Redeemable Shares the subscription price per share and next in paying *pari passu* to the holders of the Ordinary Shares the subscription price per share and the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary Shares and the holders of the Redeemable Shares (*pari passu* as if the same constituted one class of share) in proportion to the amounts paid up or credited as paid up on the Ordinary Shares and the Redeemable Shares held by them respectively.

(iv) Redemption

- (a) The holders of the Redeemable Shares as a class may at their option call for the whole or partial redemption of such class of shares at any time after 1st January 1994 and before 31st December 2011 upon giving to the Company not less than 12 months previous notice in writing of their intention so to do, fixing a time and place for such redemption and (if relevant) specifying the denoting numbers of the shares to be redeemed.
- (b) At the time and place so fixed each such registered holder shall be bound to surrender to the Company the Certificate for its shares which are to be redeemed in order that the same may be cancelled, and upon such surrender the Company shall pay to it the par value of the shares so surrendered. Provided that if any certificates so surrendered to the Company includes any shares not redeemable on the occasion on which it is to be so surrendered a fresh certificate for the balance of the shares not redeemable on that occasion shall be issued to the holder surrendering such certificate to the Company.
- (c) No redemption shall take place unless prior to such redemption the Company's Auditors shall have certified to the Company that the Company holds reserves at the time of the proposed redemption sufficient to effect the proposed redemption without jeopardizing the economic condition of the Company.

7. UNISSUED shares in the capital of the Company for the time being shall only be allotted as follows:-

- (i) no shares of either class shall be issued otherwise than to members holding shares of the same class without the prior written consent of all the members;
- (ii) as between holders of shares of the same class the shares of that class being allotted shall be allotted in proportion to such holders' then existing holdings of shares of that class or in such other proportions between them as all the members holding shares of the same class shall agree in writing;

- (iii) the maximum amount of relevant securities (as defined by Section 80 (2) of the Act) which the Directors may allot, grant options or subscriptions or conversion rights over or otherwise deal with or dispose of pursuant to this Article shall be the authorised but as yet unissued Share Capital of the Company at the date of adoption of these Articles. Subject to its being renewed, varied or revoked by the Company in general meeting the authority conferred on the Directors by this Article shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.
8. THE Company may from time to time by special resolution, whether or not all the shares for the time being authorised shall have been issued or all the shares for the time being issued have been fully paid up, increase its share capital by new shares of such amount as the special resolution prescribes.
9. SAVE as provided in Article 7 the Directors shall have no power to issue unissued shares and shall not allot, grant options or subscriptions or conversion rights over or otherwise dispose of the same.
10. THE Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time and in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The Directors may at any time declare any shares to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

SHARE TRANSFERS

11. THE instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.
12. THE Directors shall, subject to paragraph (i) of Article 16 hereof, register the transfer of any share to any other Member of the Company.
13. SUBJECT to Article 15 hereof the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer which would otherwise be permitted under the succeeding provisions of this Article if it is a transfer:-
- (i) of a share on which the Company has a lien; or
 - (ii) of a share (not being a fully paid share) to a person of whom they shall not approve;

DIRECTORS

14. UNLESS and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one and there shall be no maximum number of Directors of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.
15. ANY Director may by notice in writing signed by him and deposited with the Company appoint an Alternate Director to act on his behalf. Such Alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every Alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an Alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.
16. THE office of a Director shall be vacated if:-
- (a) by notice in writing delivered to the Company at its registered office or tendered at a Meeting of the Directors he resigns the office of Director; or
 - (b) he becomes bankrupt or enters into or makes any arrangement with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:-
 - (i) 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 to hospital is made under the Mental Health (Scotland) Act 1960; or
 - (ii) 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; or
 - (d) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.

MANAGING DIRECTORS AND MANAGERS

17. THE Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a Director.
18. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

PROCEEDINGS OF DIRECTORS

- 19 (a) THE quorum necessary for the transaction of business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in Office, be two.
- (b) A Director may participate in any meeting of the Directors or of any committee of the Directors by means of a conference telephone or communications equipment now known or hereafter to be devised provided that all Directors and the Secretary participating in the meeting in this manner are able to hear and be heard by one another and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and shall constitute a meeting of the Directors.

SECRETARY

20. THE first Secretary of the Company shall be the person named in the Statement delivered to the Registrar of Companies pursuant to the Act.

INDEMNITY

21. SUBJECT to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, Officer, Official or Auditor of the Company shall be entitled to be indemnified out of the assets of the Company against 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Names, Addresses and Descriptions of Subscribers

STANLEY HAROLD DAVIS,
1-3 Leonard Street,
City Road,
London EC2.

Company Director

DAVID ORDISH,
1-3 Leonard Street,
City Road,
London EC2.

Office Manager

DATED this 10th day of November 1969

Witness to the above Signatures:-

MICHAEL CLAFF,
1-3 Leonard Street,
City Road,
London EC2.

Company Director.

ORBIS:ORBIS6

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly preferably
in black type or
bold block lettering

To the Registrar of Companies

For official use Company number

[] [] [] []

906900

Name of company

ORBIS PUBLISHING LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 30th December 1992 the nominal capital of the company has been increased by £ 15,000,000 beyond the registered capital of £ 270,000

*The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached to

The conditions (e.g. voting rights, dividend rights winding-up rights etc) subject to which the new shares have been or are to be issued are as follows:

The new shares are

Redeemable Shares and enjoy the rights set out for such

shares in the Articles of Association of the Company

adopted on 30th December 1992 a copy of which is also

attached.

Please tick here if
continued overleaf

☐

Signed

Designation

Secretary

Date 12/1/93

Witness (Director)
Secretary
Administrator
Administrator
Registrar
Registrar
Registrar

Presenter's name, address and
reference (if any):

Messrs Rayner de Wolfe
31 Southampton Row
London WC1B 5HJ
071 405 1212

JN/0061013

For official use

General section

Post room

COMPANIES HOUSE
17 JAN 1993
M 92