

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

Company number

Company number	1516 F-16	1
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Please complete legibly, preferably in black type, or bold black lettering

• 1980-1981
1982-1983

Name of Company

Name of Company D. W. B. (ENTERPRISE MARKETING) Limited.

STANLEY HARGOLD DAVIS

22-24 COWPER STREET, LONDON EC2A 4AP

Please indicate
 who, if you are
 in the interest
 of the company
 should be
 consulted and a
 copy sent to
 the
 President of the
 company or
 a person named
 as a director or
 secretary of the
 company in the
 documents
 in record under
 201-2021 of the
 company as of
 1936

do solemnly and sincerely declare that I am a person named as Secretary of the company in the statement delivered under Section 21 Companies Act 1970 of W. W. B. CENTRALISED MARKETING Limited.

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with
And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 22, The Ridgeway
Finchley, London N3

No. 177 day of July 1970
One thousand nine hundred and

before me

A Commissioner for Oaths:

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

For official use
General section

Post room

[illegible]

1916403/7

314676/3

THE COMPANIES ACTS, 1948 to 1967
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

D. W. B. (ENTERPRISE MARKETING) LIMITED

1. The name of the Company is D.W.B. (ENTERPRISE MARKETING) LIMITED.

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (A) To carry on business in all parts of the world as advertising agents, advertisement contractors, and designers of advertisements in all their branches; to carry on the business of consultants and planners in every aspect of advertising, direct mail advertising, market research and public relations; to carry on the business of designers, proprietors of design groups and individuals, design production, photographers, artists and illustrators, (fine, commercial, domestic and interior, industrial, and general, theatrical, television, film and entertainment generally, advertising, literary, illustrations and publishing); to supply scenery; to create and develop designers and groups of designers and artists, their products and to supply same to entertainment contractors and managers, film, television and theatrical managements and producers, concert halls, ballrooms and all types of commercial, domestic and industrial management and businesses for all uses within the United Kingdom and elsewhere; to carry on the business of designers, decorators, architects, architectural advisers; to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the foregoing businesses which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value or render profitable any of the Company's assets, properties or rights.

HART & CO. (CITY ROAD) LIMITED

22/24 Cowper Street, City Road, EC2A 4AP

- (B) To guarantee or give security for the payment or performance of any debts, contracts or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
- (C) 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.
- (D) 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.
- (E) 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.
- (F) 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.

- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (H) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge and undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee 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.
- (J) To receive money on deposit or loan upon such term as the Company may approve, and generally to act as bankers for customers and others.
- (K) 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.
- (L) 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.

Clauses 3(M) to 3(R)

- (M) 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.
- (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, 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 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 £10,000 divided into 10,000 Shares of £1 each.

HART & CO. (CITY ROAD) LIMITED
22/24 Cowper Street, City Road, EC2A 4A

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 apposite our respective names.

Names, Addresses and Descriptions of Subscribers

Number of Shares taken by each Subscriber

STANLEY HAROLD DAVIS
22-24 Cowper Street,
City Road,
London EC2A 4AP.

Company Director.

ONE

DAVID CRIBBISH
22-24 Cowper Street,
City Road,
London EC2A 4AP.

Executive Director.

ONE

SIGNED THIS 9th DAY OF MAY 1977

Witness to the above Signatures -

MICHAEL CLAFF,
22-24 Cowper Street,
City Road, London EC2A 4AP.
Company Director.

Articles of Association

13146761H
THE COMPANIES ACTS, 1948 to 1976
COMPANY LIMITED BY SHARES

OF D. W. B. (ENTERPRISE MARKETING) 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 II 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.

SHARE TRANSFERS

6. Regulation 22 of Part I of Table A shall not apply to the Company. 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.

PROCEEDINGS AT GENERAL MEETINGS

7. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.
8. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.
9. 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

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. 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. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.
11. 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.
12. 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 accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

13. 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.
14. 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.
 - (2) 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 or under Section 28 of the Companies Act 1976.
 - (5) If he is removed from office by a resolution duly passed under Section 184 of the Act.

BORROWING POWERS OF DIRECTORS

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

SECRETARY

16. The first Secretary of the Company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976.

SEAL

17. 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

18. 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
22-24 Cowper Street,
City Road,
London EC2A 4AP.

Company Director.

DAVID ORDISH
22-24 Cowper Street,
City Road,
London EC2A 4AP.

Executive Director.

DATED THIS - 9th DAY OF MAY 1977

Witness to the above Signatures -

MICHAEL CLAFFE,
22-24 Cowper Street,
City Road, London EC2A 4AP.
Company Director.



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No 1

1

Please do not
write in this
binding margin

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

* delete if
inappropriate

Company number

1314676/5

Name of Company

D. W. B. (ENTERPRISE MARKETING)

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

BG HOUSE, ORMONDE STREET,
FENTON, STAKE-ON-TRENT

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

22/24 Cowpe Street, London EC2A 4AP

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

HART & CO. (CITY ROAD) LIMITED
22/24 Cowpe Street, London EC2A 4AP
01-251 4901

HART & CO. (CITY ROAD) LIMITED
22/24 Cowpe Street
London EC2A 4AP
Telephone 01-251 4901

For official use
General section

Post room

Handwritten signature

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in the binding margin

Important
The particulars to be given are those required in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1945. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	DAVID FRANCIS ORDISH	Business occupation	EXECUTIVE DIRECTOR
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	22-24 COWPER STREET LONDON EC2A 4AP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
EXECUTIVE DIRECTOR - HART & CO. (CITY ROAD) LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 9/9/77	

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Do not
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Please do not
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ne item.

Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1978 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	STANLEY HAROLD DAVIS
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	22-24 COWPER STREET LONDON EC2A 4AP
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 9 MAY 1977

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1978

† delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

9 MAY 1977

Signature	[Subscriber] [Agent]†	Date
Signature	[Subscriber] [Agent]†	Date 9 MAY 1977



CERTIFICATE OF INCORPORATION

No. 1314676

I hereby certify that

D.V.B. (ENTERPRISE HARBETIDE) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is limited

and on this day paid at least the **23RD MAY 1977**

D.A. Pennington
D. A. PENNINGTON

Assistant Registrar of Companies

No. 1314676

1/23
The Companies Acts 1948 to 1980

Company Limited by Shares

SPECIAL RESOLUTIONS

of

D.W.B. (ENTERPRISE MARKETING) LIMITED

Passed 16th April 1981

At an Extraordinary General Meeting of the above-named Company duly convened and held at 18/24 High Street, Edgware, Middlesex on 16th April 1981 the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

- (1) THAT with the consent of the Secretary of State, Department of Industry, the name of the Company be changed to
DIXONS GROUP DISTRIBUTION LIMITED
- (2) THAT the provisions of the Memorandum of Association of the Company be altered by deleting the existing sub-clause 3(A) and by inserting the following as a new sub-clause (A) of Clause 3 therefor:-
"3(A) To carry on, whether as principals or agents, all or any of the businesses of haulage contractors, distributors, transporters, hauliers, carriers, transport fleet operators, freight forwarders, shippers, packers, warehousemen, storage contractors, dealers in vehicles of all kinds and ancillary equipment, and as suppliers of services and facilities of any kind associated therewith."

[Signature]
Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1314676

24

I hereby certify that

D.W.B. (ENTERPRISE MARKETING) LIMITED

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

DIXONS GROUP DISTRIBUTION LIMITED

Given under my hand at Cardiff the

1ST JULY 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

NO: 1314676

32

THE COMPANIES ACTS 1948 to 1980

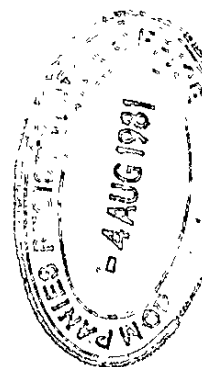
COMPANY LIMITED BY SHARES

**Memorandum
— and —
Articles of Association**

- OF -

DIXONS GROUP DISTRIBUTION LIMITED

Incorporated the 23rd day of May, 1977



D & D LAW AGENCY SERVICES LIMITED
LAW STATIONERS, COMPANY REGISTRATION AGENTS AND PRINTERS
50, LINCOLN'S INN FIELDS, LONDON, WC2A 3PF
Telephone. 01-405 1082 01-405 7215

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum of Association

- OF -

DIXONS GROUP DISTRIBUTION LIMITED

As altered by Special Resolutions
passed 16th April, 1981

* 1. The name of the Company is "DIXONS GROUP DISTRIBUTION 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, whether as principals or agents, all or any of the businesses of haulage contractors, distributors, transporters, hauliers, carriers, transport fleet operators, freight forwarders, shippers, packers, warehousemen, storage contractors, dealers in vehicles of all kinds and ancillary equipment, and as suppliers of services and facilities of any kind associated therewith.
- (B) To guarantee or give security for the payment or performance of any debts, contracts or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.

* By Special Resolution passed 16th April, 1981 the name of the Company was Changed from "D.W.B. (ENTERPRISE MARKETING) LIMITED" to "DIXONS GROUP DISTRIBUTION LIMITED".

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED

5/8/1981

D & D LAW AGENCY SERVICES LIMITED

- (C) 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.
- (D) 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 right, 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.
- (E) 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.
- (F) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stock, 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.
- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (H) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration

to mortgage and charge and undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee 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.
- (J) 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.
- (K) 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.
- (L) 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.
- (M) 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.
- (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, 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 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.

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- (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 £10,000 divided into 10,000 Shares of £1 each.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

Articles of Association

- OF -

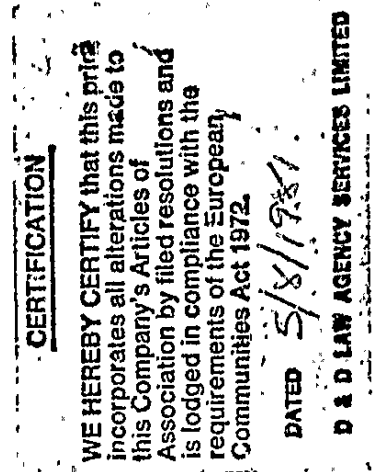
DIXONS GROUP DISTRIBUTION LIMITED

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 un-issued 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 II 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.

SHARE TRANSFERS

6. Regulation 22 of Part I of Table A shall not apply to the Company. 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.

PROCEEDINGS AT GENERAL MEETINGS

7. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.
8. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.
9. 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

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. 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. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.
11. 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 of his having attained that or any other age.
12. 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 accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.
13. 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.
14. 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 or under Section 28 of the Companies Act 1976.
- (5) If he is removed from office by a resolution duly passed under Section 184 of the Act.

BORROWING POWERS OF DIRECTORS

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

SECRETARY

16. The first Secretary of the Company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976.

SEAL

17. 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

18. 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.

HEREWARD SCOTT DAVIES

CHARTERED ACCOUNTANTS

HILLSIDE HOUSE 26 FRIERN PARK LONDON N12 9BY
TELEPHONE 01-446 4371 TELEX 24535 HSD
FACSIMILE 01-446 7666

CORRESP

HVT/AHM

YOUR REF

1314676

30 September 1987

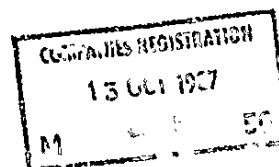
The Directors
Dixons Group Distribution Ltd.,
18/24 High Street
Edgware
Middx HA8 7EG

Dear Sirs

Dixons Group Distribution Limited

In accordance with Section 390 of the Companies Act 1985 we hereby resign as auditors of the above named company with effect from the date of this letter. We confirm that we know of no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,



G339/D100-303

21-2 1995

Company Number: 1314676

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

DIXONS GROUP DISTRIBUTION LIMITED

Passed 16 JANUARY 1995

I, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by my duly authorised representative) and pursuant to the articles of association hereby resolve that the following resolution be passed and agree that the same shall have effect as if passed as a special resolution at a general meeting duly convened and held:

THAT the regulations contained in the printed document signed for the purpose of identification, by a director of the Company (a copy of which is attached to this resolution) be adopted as the articles of association of the Company in substitution for the regulations contained or incorporated in the present articles of association of the Company.

.....
duly authorised for and on
behalf of DIXONS GROUP
MANAGEMENT LIMITED



The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
DIXONS GROUP DISTRIBUTION LIMITED

(Adopted by special resolution
passed on 16th January 1995)

Incorporated 23rd May 1977
Company Number 1314676

TITMUSS SAINER DECHERT
2, Serjeants' Inn,
London EC4Y 1LT

Ref: D339/D100-303
Date: 10.1.1995

of the shares;

"Majority Holder" means any person who holds for the time being more than half in nominal value of the issued shares in the company carrying the right to attend and vote at general meetings;

"office" means the registered office of the company;

"seal" means the common seal of the company;

"secretary" means the secretary of the company or any other persons appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

"United Kingdom" means Great Britain and Northern Ireland.

Words importing the masculine gender include the feminine gender.

Words importing persons includes bodies corporate and unincorporated associations.

Words importing the singular shall, where the context so permits, include a reference to the plural and vice versa.

Subject as aforesaid any words or expressions defined in that Act shall (if not inconsistent with the subject or context) bear the same meaning in these articles.

Reference to any act, statute or statutory provision shall include any statutory modification, amendment or re-enactment thereof.

A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these articles and a special resolution shall be effective for any purpose for which an extraordinary resolution is expressed to be required under any provision of these articles.

2 SHARE CAPITAL AND ISSUE OF SHARES

- 2.1 The share capital of the company as at the date of the adoption of these articles is £10,000 divided into 10,000 shares of £1 each.
- 2.2 Subject to the provisions of the Act the company may:-
- 2.2.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the company, or the holder, on such terms and in such manner as may be set out in these articles (as amended from time to time) or (as to the date on or by which or the dates between which the shares are to be or may be redeemed) as may be determined by the directors prior to the date of issue;
- 2.2.2 purchase its own shares (including any redeemable shares) or enter into such agreement (contingent or otherwise) in relation to the purchase of its own shares on such terms and in such manner as may be approved by such ordinary or special resolution as may be required by the Act;
- 2.2.3 to the extent permitted by section 171 of the Act, make a payment in respect of the redemption or purchase of any of its own shares (including any redeemable shares) otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.
- 2.3 Subject as otherwise provided in these articles and to the direction or authority contained in the resolution of the company creating or authorising the same, the directors are generally and unconditionally authorised, for the purposes of section 80 of the Act, to allot or to grant options or rights of subscription or conversion over unissued shares to such persons (whether existing shareholders or not), at such times and on such terms and conditions as they think proper.
- 2.4 The authority granted to the directors under article 2.3:-

- 2.4.1 shall not permit the directors to allot or to grant options or rights of subscription or conversion over shares to an aggregate amount of more than the unissued share capital at the date of adoption of these articles or (if such authority is renewed or varied by the company in general meeting) the amount specified in the resolution for such renewal or variation;
- 2.4.2 shall expire not more than five years from the date of the adoption of these articles or (if such authority is renewed or varied by the company in general meeting) on the date specified in the resolution on which the renewed or varied authority shall expire;
- 2.4.3 may be renewed, revoked or varied at any time by the company in general meeting;
- 2.4.4 shall permit the directors after the expiry of the period of the said authority to allot any shares or grant any such rights in pursuance of an offer or agreement so to do made by the company within that period.
- 2.5 In exercising their authority under this article 2 the directors shall not be required to have regard to section 89(1) and section 90(1) to (6) (inclusive) of the Act which sections shall be excluded from applying to the company.
- 2.6 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by these articles or by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

3 LIEN

The lien conferred by regulation 3 of Table A shall also attach to fully paid up shares registered in the name of any person indebted or under liability to the company

whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

4 TRANSFER AND TRANSMISSION

- 4.1 If the Majority Holder shall deliver to the company a notice in writing purporting to be signed by the Majority Holder or (where the Majority Holder is a company) by any director or the secretary or assistant secretary thereof and stating that any share of the company is held by the registered holder thereof as the nominee of the Majority Holder (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the Majority Holder to sign transfers in the place of the holder or the deceased or bankrupt holder, the directors shall be entitled and bound to give effect to any instrument signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustees in bankruptcy.
- 4.2 The instrument of transfer of shares shall be in the usual form prescribed from time to time or, if none is so prescribed, then in such form as the directors may determine and, subject to the provisions of article 4.1, shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.
- 4.3 Subject to the provisions of article 4.1, the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.
- 4.4 The directors may also refuse to register a transfer unless:-
- 4.4.1 it is lodged at the office or at such other place as the

directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;

- 4.4.2 it is in respect of only one class of shares; and
- 4.4.3 it is in favour of not more than four transferees.
- 4.5 If the directors refuse to register a transfer of a share they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
- 4.6 If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only person recognised by the company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
- 4.7 In the case of a person becoming entitled to a share in consequence of the death or bankruptcy of a member:-
 - 4.7.1 he may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as a transferee;
 - 4.7.2 if he elects to become the holder he shall give notice to the company to that effect;
 - 4.7.3 if he elects to have another person registered he shall execute an instrument of transfer of the share to that person;
 - 4.7.4 the provisions of articles 4.2 to 4.4 relating to the transfer of shares shall apply to any notice or instrument of transfer referred to in article 4.7 as if it were an instrument of transfer executed by the member

and the death or bankruptcy of the member had not occurred.

4.8 The directors may at any time give notice requiring a person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to become the holder of the share or to have some person nominated by him registered as the transferee and if the notice is not complied with within 90 days the directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.

4.9 A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend and vote at any meeting of the company or of any separate meeting of the holders of any class of shares in the company.

5 GENERAL MEETINGS

5.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.

5.2 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 42 days after receipt of the requisition.

5.3 If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

6 NOTICE OF GENERAL MEETINGS

6.1 All annual general meetings and extraordinary general meetings called for the passing of a special or elective

resolution shall be called by at least 21 clear days' notice.

6.2 All other extraordinary general meetings shall be called by at least 14 clear days' notice.

6.3 A general meeting may be called by shorter notice if it is so agreed:-

6.3.1 in the case of an annual general meeting by all the members entitled to attend and vote thereat; and

6.3.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95% in nominal value of the shares giving that right.

6.4 The notice of a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

6.5 Subject to the provisions of these articles and to any restrictions imposed on any shares, notice of a general meeting shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

6.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

7 PROCEEDINGS AT GENERAL MEETINGS

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

7.2.1 Subject to the provisions of article 7.2.2 two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member.

7.2.2 If the Company only has one member, then such member

- present in person or by proxy or, if a corporate member, by its duly authorised representative shall be a quorum.
- 7.3 If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:-
- 7.3.1 if convened upon the requisition of members, shall be dissolved; or
- 7.3.2 if convened otherwise than upon the requisition of members, shall stand adjourned until the same day in the next week at the same time and place, or such other day, time and place as the directors may determine, and if at the adjourned meeting a quorum is not present or ceases to be present then the member or members present shall be a quorum.
- 7.4 The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) is present within 15 minutes after the time appointed for holding the meeting and willing to act the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
- 7.5 If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 7.6 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to have a casting vote in addition to any other vote he may have.
- 7.7 A director shall, notwithstanding that he is not a member, be entitled to receive notices of and attend and

- 7.8 speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.
- 7.8 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 7.9 No business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 7.10 When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and the place of the adjourned meeting and the general nature of the business to be transacted, otherwise it shall not be necessary to give any such notice.
- 7.11 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on a declaration of the result of, the show of hands a poll is duly demanded.
- 7.12 A poll may be demanded by any member having the right to vote at the meeting.
- 7.13 A demand for a poll by a person as proxy for a member shall be the same as a demand by the member.
- 7.14 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 7.15 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have

- invalidated the result of a show of hands declared before the demand was made.
- 7.16 A poll shall be taken as the chairman may direct and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll.
- 7.17 The result of the poll (unless it was held at an adjourned meeting) shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
- 7.19 A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs, not being more than 30 days after the poll is demanded.
- 7.20 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than a question on which the poll is demanded.
- 7.21 If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn with the consent of the chairman, the meeting shall continue as if the demand had not been made.
- 7.22 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded, but in any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 7.23 If the company only has one member and such member takes any decision which may be taken by the company in general meeting and which has effect as if agreed by the company in general meeting, then such member shall (unless that decision is taken by way of a written resolution) provide the company with a written record of

that decision.

8 RESOLUTIONS IN WRITING

- 8.1 A resolution in writing executed by all the members of the company entitled to receive notice of and to attend and vote at a general meeting or by their duly appointed proxies or attorneys:-
- 8.1.1 shall be as valid and effectual as if it had been passed at a general meeting of the company duly convened and held; and
- 8.1.2 any such resolution in writing may be contained in one document or in several documents in the same terms each executed by one or more of the members or their proxies or attorneys and execution in the case of a body corporate which is a member shall be sufficient if made by a director thereof or by its duly authorised representative.
- 8.2 A resolution in writing executed by or on behalf of the Majority Holder and deposited at the office shall be as valid and effective as if it had been passed at a general meeting of the company duly convened and held.

9 VOTES

- 9.1 Subject to any rights or restrictions attached to any shares, on a show of hands every member present in person, or (if a corporation) present by a representative duly authorised in accordance with the Act who is not also himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.
- 9.2 In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names of the holders stand in the register of members.

- 9.3 No member shall be entitled to vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, unless all calls or other sums presently payable by him in respect of shares of the company have been paid.
- 9.4 On a poll votes may be given either personally or by proxy.
- 9.5 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor (or, if a corporation, under the hand of a duly authorised officer of the corporation) and shall be in such form as the directors may determine or, failing such determination, in any usual form.
- 9.6 The appointment of a proxy shall not be valid and the proxy named in the instrument shall not be entitled to vote at the meeting unless the instrument appointing the proxy, together with any authority under which it is executed or a copy of such authority certified not rially or in some other way approved by the directors:-
- 9.6.1 is deposited at the office (or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting) not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 9.6.2 in the case of a poll taken more than 48 hours after it is demanded, is deposited as specified in article 9.6.1 after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 9.6.3 where the poll is not taken forthwith but is taken not

more than 48 hours after it is demanded, is delivered to the chairman or to the secretary or to any director at the meeting at which the poll is demanded.

10 DIRECTORS

- 10.1 The number of the directors shall be determined by the company in general meeting but unless and until so determined there shall be no maximum number of directors and the minimum number of directors shall be two.
- 10.2 In the event of the minimum number of directors determined by the company in general meeting being one, a sole director shall have authority to exercise all the powers and discretions vested in the directors generally and article 15.3 shall be modified accordingly.
- 10.3 A director or alternate director shall not require any share qualification and any director or alternate director who is not a member of the company shall nevertheless be entitled to receive notices of and attend and speak at any general meeting of the company and at any separate meeting of the holders of any class of shares of the company.
- 10.4 A person may be appointed a director notwithstanding that he shall have attained the age of seventy years or any other age and no director shall be liable to vacate office by reason of his attaining that or any other age, nor shall special notice be required of any resolution appointing or approving the appointment of such a director or any notice be required to state the age of the person to whom such resolution relates.

11 APPOINTMENT OF DIRECTORS

- 11.1 The company may, by ordinary resolution, appoint another person in place of a director removed from office by resolution of a general meeting in accordance with the Act and (without prejudice to the powers of the directors under the next following article) the company

may, by ordinary resolution, appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

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

11.3 At any time or from time to time the Majority Holder may, by memorandum in writing executed by or on behalf of him or it and left at or sent to the office, appoint any person to be a director or remove from office any director who shall vacate office accordingly. Any such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

12 DISQUALIFICATION AND REMOVAL OF DIRECTORS

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

12.1.1 if he resigns his office by notice in writing to the company;

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

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

- 12.1.4 if he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;
- 12.1.5 if he is absent from meetings of the board for six successive months without leave and his alternate director (if any) shall not during such period have attended in his stead, and the directors resolve that his office be vacated;
- 12.1.6 if he shall be removed from office by notice in writing served upon him signed by all the other directors but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the company; or
- 12.1.7 if he shall be removed from office under the provisions of article 11.3.

13 POWERS OF DIRECTORS

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

payments to, for or towards the insurance of or provide benefits otherwise for any such persons.

13.2 Without prejudice to the provisions of regulation 70 of Table A and of article 21, the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time:-

13.2.1 directors, officers, employees or auditors of the company or of any other company which is its holding company, or in which the company or such holding company has any interest whether direct or indirect, or which is in any way allied to or associated with the company or such holding company, or of any subsidiary undertaking of the company or of such other company;

13.2.2 trustees of any pension fund in which employees of the company or of any other such company or subsidiary undertaking are interested;

including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported exercise, execution and/or discharge of their powers or duties and/or otherwise in relation to their duties, powers or offices in relation to the company or any other such company, subsidiary undertaking or pension fund.

14 DIRECTORS' INTERESTS

14.1 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-

14.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested (including any insurance purchased or maintained by the company for him or for his benefit);

- 14.1.2 may be a director or other officer of or employed by or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- 14.1.3 shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 14.2 For the purposes of article 14.1:-
- 14.2.1 a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- 14.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

15 PROCEEDINGS OF DIRECTORS

- 15.1 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 15.2 A director may, and the secretary at the request of a director shall, call a meeting of the directors.
- 15.3 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two persons.
- 15.4 Subject to the provisions of article 15.5 questions arising at a meeting shall be decided by a majority of

votes.

- 15.5 The directors may elect one of their number to be chairman of the board of directors and may at any time remove him from that office.
- 15.6 If there is no director holding the office of chairman, or if the director holding it, having had notice of a meeting, is not present within five minutes after the time appointed for it, the directors present shall appoint one of their number to be chairman of that meeting.
- 15.7 In the case of an equality of votes, the chairman shall have a second or casting vote.
- 15.8 A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 15.9 It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
- 15.10 An alternate director who is not himself a director may, if his appointor is not present, be counted towards the quorum.
- 15.11 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number but, in such case, if the number of directors is less than the number fixed as the quorum, he or they may act only for the purpose of filling vacancies or of calling a general meeting.
- 15.12 A meeting of the directors shall, subject to notice thereof having been given in accordance with these articles, for all purposes be deemed to be held when a director is or directors are in communication by telephone or television (or any other form of audio-visual linking) with another director or directors and all of the directors in communication agree to treat

the meeting as so held if the number of the directors in communication constitutes a quorum of the board in accordance with these articles. A resolution passed by the directors at such a meeting as specified in this article 15.13 shall be as valid as it would have been if passed at an actual meeting duly convened and held.

15.13 A resolution in writing executed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may be contained in one document or in several documents in the same terms each executed by one or more directors; but a resolution executed by an alternate director need not also be signed by his appointor and, if it is executed by a director who has appointed an alternate director, it need not be executed by the alternate director in that capacity.

15.14 A director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the company:

15.14.1 shall declare the nature of his interest at a meeting of the directors in accordance with section 317 of the Act;

15.14.2 subject to such disclosure, shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

16 ALTERNATE DIRECTORS

16.1 Any director may at any time by writing under his hand and deposited at the office, or delivered at a meeting of the directors, appoint any person (including another director) to be his alternate director and may in like

manner at any time terminate such appointment. Such appointment, unless previously approved by the directors, shall have effect only upon and subject to being so approved.

- 16.2 The appointment of an alternate director shall determine on the happening of any event which, if he were a director, would cause him to vacate such office or if his appointor ceases to be a director.
- 16.3 An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the directors and shall be entitled to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these articles shall apply as if he (instead of his appointor) were a director.
- 16.4 If an alternate director shall be himself a director or shall attend any such meeting as an alternate for more than one director his voting rights shall be cumulative.
- 16.5 If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability, the execution by an alternate director of any resolution in writing of the directors shall be as effective as the execution by his appointor.
- 16.6 To such extent as the directors may from time to time determine in relation to any committees of the directors, the foregoing provisions of this article (16) shall also apply mutatis mutandis to any meeting of such committee of which the appointor of an alternate director is a member.
- 16.7 An alternate director shall not (save as provided in this article 16) have power to act as a director nor

shall he be deemed to be a director for the purposes of these articles, but he shall be an officer of the company and shall not be deemed to be the agent of the director appointing him.

- 16.8 An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a director, but he shall not be entitled to receive from the company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct.

17 ASSOCIATE DIRECTORS

- 17.1 Subject to article 17.7 the directors may from time to time appoint any manager or other officer or person in the employment of the company or any subsidiary undertaking of the company to be an associate director of the company. Any associate director so appointed shall not be a director of the company and may be removed by resolution of the directors at any time for any reason and without the giving of any notice in that behalf.
- 17.2 Until otherwise determined by the company in general meeting there is no limit upon the number of associate directors.
- 17.3 An associate director shall not be required to hold any shares in the company to qualify him for such office.
- 17.4 An associate director shall not while he continues to hold office be taken into account in calculating the number to form a quorum at any meeting of the directors.
- 17.5 The appointment, continuance in office, removal, powers,

A fees and remuneration of the associate directors or any of them shall be determined by the directors with full power to make such arrangements as the directors may think fit.

17.6 An associate director shall not except with and to the extent of the sanction of the directors:-

17.6.1 have any right of access to the books of the company;

17.6.2 be entitled to receive notice of or to attend or vote at the meetings of the directors;

17.6.3 be entitled to participate in any other respect in the exercise of the collective powers or duties of the directors or to exercise any of the powers or rights of a director individually under these articles provided that no act shall be done by the directors which would impose any personal liability on any or all of the associate directors either under the Act or otherwise except with their knowledge.

17.7 At any time the Majority Holder may by memorandum in writing signed by or on behalf of him or it, and deposited at the office, appoint any person to be an associate director or remove from office any associate director who shall vacate office accordingly.

18 EXECUTION OF DOCUMENTS

Where the Act so permits, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the company as a deed shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

19 DIVIDENDS

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

20 NOTICES

- 20.1 A notice may be given by the company to any member in writing either by hand or by sending it by pre-paid first class post or facsimile telecopier ("fax") to his registered address within the United Kingdom or to his fax number supplied by him to the company for the giving of notice to him. In the absence of such address or fax number the member shall not be entitled to receive from the company notice of any meeting.
- 20.2 In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
- 20.3 Notices shall be deemed to have been received:-
- 20.3.1 if delivered by hand, on the day of delivery;
- 20.3.2 if sent by first class post, two business days after posting exclusive of the day of posting;
- 20.3.3 if sent by fax at the time of transmission or, if the time of transmission is not during the addressee's normal business hours, at 9.30 am on the next business day.

21 INDEMNITY

Subject to the provisions of and so far as may be permitted by the Act, every director, secretary or other officer of the company shall be entitled to be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred or sustained by him in the execution and

discharge of his duties or otherwise in relation thereto. Regulation 118 of Table A shall be extended accordingly.