

THE COMPANIES ACTS, 1948 to 1976

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

TMD CARAT ADVERTISING LIMITED

---

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77 and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

SHARES

3. (A) The share capital of the Company at the date of the adoption of this Article is £87,000 divided into 3,000 Ordinary Shares of £1 each and 84,000 12% Cumulative Redeemable Participating Preference Shares (the "12% Preference Shares") of £1 each.

(B) The rights attaching to the 12% Preference Shares are as follows and save as herein provided such shares rank *pari passu* with the Ordinary Shares:-

- (i) AS REGARDS INCOME - The holders of the 12% Preference Shares shall be entitled in priority to the payment of dividend on any other shares to a fixed cumulative preferential dividend at the rate of 12 per cent per annum on the capital for the time being paid up thereon, to be paid, if and so far as in the opinion of the Directors the profits of the Company justify such payments, half-yearly on 1st January and 1st July in each year in respect of the half year ended on those dates the first such payment to be made on 1st January 1980 in respect of the period from first allotment to that date. In addition the holders of the 12% Preference Shares shall be entitled to receive a further non-cumulative dividend amounting to such

SLAUGHTER AND MAY  
35 RADINGHALL STREET  
LONDON EC2V 5DB

210062/10477 DAN0343.93T 231193:2029

NPB/ADYC/NN



proportion of  $2\frac{1}{2}$  per cent of the excess of the profits of the Company (after tax and after payment of or provision for the fixed cumulative preferential dividend on the 12% Preference Shares) over £200,000 as shall equal the proportion which the number of 12% Preference Shares for the time being unredeemed bears to the total number of 12% Preference Shares comprised in the authorised capital of the Company for the time being such amount to be distributed rateably to the holders of the 12% Preference Shares.

(ii) AS REGARDS REDEMPTION - Subject to the provisions of Section 58 of the Act the 12% Preference Shares shall be redeemable as follows:-

- (a) The Company may at any time after 30th August 1979 redeem at par the whole or any part of the 12% Preference Shares for the time being issued and outstanding.
- (b) The Company shall give to the holders of the shares to be redeemed not less than three months' notice in writing of such redemption and fixing a time and place for the redemption and surrender of the shares to be redeemed.
- (c) At the time and place fixed for redemption each holder of shares to be redeemed shall surrender to the Company the Certificate for such share and the Company shall pay to him the amount payable in respect of such redemption (including any arrears of dividend) and where any shares which are not for the time being to be redeemed the Company shall issue to the holder a fresh certificate therefor.

(iii) AS REGARD VOTING - The 12% Preference Shares shall not entitle the holders (a) to vote upon any resolution (other than a resolution for winding up the Company or reducing its share capital - or a resolution varying or abrogating any of the special rights attached to such shares) unless at the date of the notice convening the meeting at which such resolution is to be proposed the dividend on such shares is six months in arrear (and so that for this purpose the dividend shall be deemed to be payable half-yearly on the dates and in respect of the periods hereinbefore mentioned) or (b) to receive notice of or to attend at any General Meeting unless the business of the meeting includes the consideration of a resolution upon which such holders are entitled to vote. On a poll taken in respect of a resolution in respect of which the holders of the 12% Preference Shares are entitled to vote, each such holder shall

have one vote for each 12% Preference Share held by him.

- (iv) **MATTERS REQUIRING CONSENT OF THE HOLDERS OF 12% PREFERENCE SHARES** - The Company may not reduce its share capital or any capital redemption reserve fund or any share premium account where such reduction involves the return of capital in whole or in part of any shares except with such consent or sanction on the part of the holders of the 12% Preference Shares as would be required in accordance with the provisions of Clause 4 of Part I of Table A for variation of the rights attached to the 12% Preference Shares.

4. (A) The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, and on such terms, and in such manner as they think fit.

(B) The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all 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.

#### GENERAL MEETINGS

5. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### DIRECTORS

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

7. 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.

8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

#### ALTERNATE DIRECTORS

11. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

#### TRANSFER OF SHARES

12. 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.

12A Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:-

- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

---

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

---

ROY C. KEEN,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

Company Director.

NIGEL L. BLOOD,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

Company Director.

---

Dated the 1st day of June, 1978.

Witness to the above Signatures:-

GEORGE A. CORDEROY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

Company Director.

DAH0343.93T

210062/10477 DAH0343.93T 231193:2029