

Company No: 3543167

THE COMPANIES ACT 1985
('the Act')

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

METHUEN PUBLISHING LIMITED

1. The Company's name is METHUEN PUBLISHING LIMITED.¹
2. The Company's Registered Office is to be situated in England and Wales.
3. 3.1 The object of the Company is to carry on the business of publishers, proprietors, editors, printers and producers of books, magazines, maps, journals, tracts, newspapers and other literary and artistic works, publications and undertakings of journalists, booksellers, bookbinders, literary agents, advertising and publicity agents and advisors, stationers, lithographers, typecutters, typefounders, designers, draughtsmen, type and ink manufacturers, distributors and manufacturers of and dealers in books, magazines, engravings, pictures and all kinds of literary art and artistic work and any other articles or things of character similar or analogist of the foregoing or any of them or connected therewith.

¹ The Company changed its name by Special Resolution from Templeco 395 Limited on 24 July 1998.



3.2 To the extent that any of the following are not included in clause 3.1 the Company shall have the following additional objects:

- (a) to carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities in any companies for the time being engaged, concerned or interested in any industry, trade or business and to promote the beneficial co-operation of any such companies as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership;
- (b) to purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privilege or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, farms, dairies, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (c) to borrow or raise or secure the payment of money in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other person or persons and to secure any debt, obligation or liability whatsoever by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company, to create and issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures, debenture stock or other securities of any description either permanent or redeemable or repayable, for the purposes of or in connection with the borrowing or raising of

moneys by the Company to become a member of any building society, and also as security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly;

- (d) to receive money on deposit or loan upon such terms as the Company may approve;
- (e) to lend and advance money or give credit or financial accommodation in any manner on any terms and for any purposes whatsoever, whether with or without interest and whether or not supported by guarantee and/or security, to any person or company, including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by s 736 of the Act) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture and to the extent that the same is permitted by law, to give financial assistance by any means for the purpose of acquisition of shares in the Company or the Company's holding company for the time being;
- (f) to invest and deal with the moneys of the Company in such manner as the Company may from time to time decide and to hold or otherwise deal with any investments made;
- (g) to enter into any guarantee, bond, contract of indemnity, suretyship or joint obligation and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other

company or companies and whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company;

- (h) to guarantee, support or secure by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner any debts, obligations or securities whatsoever, including (without limitation) those of any company which is for the time being the holding company or a subsidiary (both as defined by s 736 of the Act) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture;
- (i) to grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons, their dependants or connections, to make payments towards insurance including insurance for any director, officer or auditor against any liability as is referred to in s310(1) of the Act and to support or subscribe to any charity funds or institutions, the support of which may, in the opinion of the directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees;

- (j) to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (k) to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company carrying on or proposing to carry on any business within the objects of the Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company;
- (l) to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any firm or individual carrying on or proposing to carry on any business within the objects of this Company, and to guarantee the contracts or liabilities of such firm or individual, and to subsidise or otherwise assist any such firm or individual;
- (m) to establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company;
- (n) to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges

or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions;

- (o) to amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or any controlling interest in the shares or stock of this or any such company, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
- (p) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments for any reason and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- (q) 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;
- (r) to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same;

- (s) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company;
- (t) 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;
- (u) to do all such things as are incidental or conducive to the above objects or any of them;

And it is hereby declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed not be in any way limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of such paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £343,868.35 divided into 168,360 'A' Ordinary Shares of 5p each, 238,307 'B' Ordinary Shares of 5p each, 100 'C' Ordinary Shares of 5p each and 323,530 Preference Shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached to classes of shares any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.²

² By an Ordinary Resolution dated 24 July 1998:

The Company's authorised share capital of £10,000 was subdivided into 200,000 Ordinary Shares of 5p each;

168,360 Ordinary Shares were redesignated as 168,360 'A' Ordinary Shares of 5p each;

31,640 Ordinary Shares were redesignated as 31,640 'B' Ordinary Shares of 5p each;

The Company's authorised share capital was then increased from £10,000 to £343,868.35 by the creation of a further 206,667 'B' Ordinary Shares of 5p each, 100 'C' Ordinary Shares of 5p each and 323,530 Preference Shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

**Name, Address and Description
Of Subscribers**

**Number of Shares taken
by each subscriber**

Temple Direct Limited
12 Gough Square
London
EC4A 3DE

ONE

Director
Authorised signatory on behalf of Temple
Direct Limited

Temple Secretarial Limited
12 Gough Square
London
EC4A 3DE

ONE

Director
Authorised signatory on behalf of Temple
Secretarial Limited

TOTAL NUMBER OF SHARES TAKEN UP

TWO

Dated:

Witness to the above Signatures:

12 Gough Square
London
EC4A 3DE