

**641**

# Return and Declaration Delivered For Registration By A Part XXIII Company



00291448

Photocopies of this form  
will not be accepted

Please use upper  
and/or lower case  
letters exactly as you  
intend them to appear  
in **Company name** in  
**Black Ink.**

Please leave a blank  
box to indicate a  
space.

Please complete all  
remaining boxes on  
this form legibly, in  
**CAPITAL LETTERS**  
and in **Black Ink.**  
Please leave a blank  
box to indicate a  
space. Use a  
separate row for  
each address line.  
Please do not fold  
this form.

**Company number (e.g. FC 099999):**

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**Company name (in full):**

W	H		S	M	I	T	H		R	E	T	A	I	L		L	I	M	I	T	E	D								
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**Country of incorporation:**

E	N	G	L	A	N	D																							
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**Address of place of business in Northern Ireland:**

Address Line 1

4	0	-	4	6		D	O	N	E	G	A	L	L		P	L	A	C	E											
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Address Line 2

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Post town

B	E	L	F	A	S	T																							
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County/region

A	N	T	R	I	M																								
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**Postcode:**

B	T	1		5	B	B	
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**Constitution of the company:**

(A certified English  
translation must be  
included)

A certified copy of the: (mark the appropriate box)

- ☐ Charter  
☒ Memorandum and Articles of Association  
☐ Statutes  
☐ Other instrument

DEPARTMENT OF ENTERPRISE  
TRADE AND INVESTMENT

19 JAN 2007

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COMPANIES REGISTRY

constituting or defining the constitution of the company is/are delivered for  
registration.

## Directors

Please complete all remaining boxes on this form legibly, in CAPITAL LETTERS and in Black Ink. Please leave a blank box to indicate a space. Use a separate row for each address line. Please do not fold this form.

Title:

M R

Forenames:

I A N

Surname:

H O U G H T O N

Previous name:

Address:

C O E D E R Y L

K I L N R O A D , L L A N F O R T

A B E R G A V E N N Y

M O N M O U T H S H I R E

Postcode:

N P 7 9 N E

Country:

W A L E S

Date of birth (DD/MM/YYYY):

2 7 1 2 1 9 6 5

Nationality:

B R I T I S H

Business occupation (if any):

C O M P A N Y E X E C U T I V E

If none other directorships:



Yes



No

Other directorships detail:

P L E A S E S E E A N N E X 1

**Directors (continued)**

Please complete all remaining boxes on this form legibly, in CAPITAL LETTERS and in Black Ink. Please leave a blank box to indicate a space. Use a separate row for each address line. Please do not fold this form.

Title:

M R

Forenames:

A L A N J A M E S

Surname:

S T E W A R T

Previous name:

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Address:

1 6 B R A C K L E Y R O A D

C H I S W I C K

L O N D O N

Postcode:

W 2 2 H N

Country:

E N G L A N D

Date of birth (DD/MM/YYYY):

2 4 0 4 1 9 6 0

Nationality:

B R I T I S H

Business occupation (if any):

F I N A N C E D I R E C T O R

If none other directorships:

☒ Yes ☐ No

Other directorships detail:

P L E A S E S E E A N N E X 2

**Directors (continued)**

Please complete all remaining boxes on this form legibly, in CAPITAL LETTERS and in Black Ink. Please leave a blank box to indicate a space. Use a separate row for each address line. Please do not fold this form.

Title:

M S

Forenames:

K A T H R Y N E L I Z A B E T H

Surname:

S W A N N

Previous name:

Address:

W H S M I T H P L C

G R E E N B R I D G E R O A D

S W I N D O N

W I L T S H I R E

Postcode:

S N 3 3 R X

Country:

E N G L A N D

Date of birth (DD/MM/YYYY):

2 1 1 2 1 9 6 4

Nationality:

B R I T I S H

Business occupation (if any):

If none other directorships:

☒ Yes ☐ No

Other directorships detail:

P L E A S E S E E A N N E X 3

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

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[illegible]

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[illegible][illegible]☐ Yes      ☐ No[illegible][illegible]

[illegible]

[illegible]

**Company Secretary(ies)**

Title:

M R

Forenames:

I A N

Surname:

H O U G H T O N

Previous name:

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Address:

C O E D E R Y L

K I L N R O A D , L L A N F O R T

A B E R G A V E N N Y

M O N M O U T H S H I R E

Postcode:

N P 7 9 N E

Country:

W A L E S

**Company Secretary(ies) (continued)**

Title:

Forenames:

Surname:

Previous name:



B	T	1	
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3	G	S
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Title:

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Title:

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[illegible][illegible][illegible][illegible][illegible][illegible]

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## Declaration

Full name and  
addressI JOHN-GEORGE WILLISof (address) TUGHANS, SOLICITORS, MARLBOROUGH HOUSE,30 VICTORIA STREET, BELFAST, BT1 3GS\*delete as  
applicable

a \*director/\*secretary/\*person authorised to accept on the company's behalf  
service of process or any other notices required to be served on it, do solemnly  
and sincerely declare that the company established its place of business in  
Northern Ireland on

16 JUNE 2006*enter date*

and I make this solemn declaration conscientiously believing the same to be true  
and by virtue of the provisions of the Statutory Declaration Act 1835

Signed Declared at WATERLOO, 12-16 BRIDGE STREETBelfastthe 16 day of Januarytwo thousand and sevenbefore me 

A commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor  
having the powers conferred on a Commissioner for Oaths.

Number of continuation sheets attached to this form:

3

Please ensure the form is fully completed and then send it  
to the Registrar of Companies at:  
**64 Chichester Street**  
**Belfast BT1 4JX**

To whom should  
Companies Registry  
direct any enquiries  
about the  
information on this  
form?

Contact name:

T U G H A N S S O L I C I T O R S

Address:

Address Line 1

M A R L B O R O U G H H O U S E

Address Line 2

3 0 V I C T O R I A S T R E E T

Post town

B E L F A S T

County/region

Postcode:

B T 1 3 G S

Tel:

0 2 8 9 0 5 5 3 3 0 0

Extension:

## NOTES

1. The copy of the instrument constituting or defining the constitution of the company must be certified in the place of incorporation of the company to be a true copy:-

(a) by an official of the Government to whose custody the original is committed; or

(b) by a notary public; or

(c) by an officer of the company on oath taken before:

(i) a person having authority in that place to administer an oath; or

(ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889.

2. The translation of the instrument must be certified to be a correct translation:-

(a) if the translation was made in the United Kingdom, by

(i) a notary public in any part of the United Kingdom;

(ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or

(iii) a person certified by a person mentioned above to be known to him to be competent to translate the document

into English; or

(b) If the translation was made outside the United Kingdom, by

(i) a notary public;

(ii) a person authorised in the place where the translation was made to administer an oath;

(iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889;

(iv) a person certified by a person mentioned above to be known to him to be competent to translate the document into English.

3. 'Director' includes any person who occupies the position of a director, by whatever name called.

4. For an individual, his present Christian name(s) and surname must be given, together with any previous Christian name(s) or surname(s)

'Christian name' includes a forename. In the case of a peer or person usually known by a title different from his surname, 'surname' means that title. In the case of a corporation, its corporate name must be given.

A previous Christian name or surname need not be given if:-

(a) in the case of a married woman, it was a name by which she was known before

her marriage; or

(b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or

(c) In the case of a peer a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it.

5. Usual residential address must be given or, in the case of a corporation, the registered or principal office.

6. In the case of an individual who has a business occupation, this occupation should be named. In the case of an individual who has no business occupation but who holds one or more other directorships, particulars should be given of other directorships.

7. Directors' dates of birth must be given.

8. If made in a foreign country the declaration may be made before any British official mentioned in section 6 of the Commissioner for Oaths Act 1889, or before any person having authority to administer an oath in that country.

**ANNEX 1****Personnel Appointments**

Date as at: 19/04/2006

Person ID: 111

Full Name: Houghton, Ian

Internal Appointments

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
3314817	BOOKSHOP.CO.UK LIMITED	Company Secretary	09/10/1998			England
3314817	BOOKSHOP.CO.UK LIMITED	Director	09/10/1998			England
355124	BOWES & BOWES (CAMBRIDGE) LIMITED	Director	24/07/1996			England
03920619	CONNECT2U LIMITED	Company Secretary	12/07/2000			England
03920619	CONNECT2U LIMITED	Director	17/10/2001	04/07/2001	Resignation	England
219256	GREENBRIDGE & CO. LIMITED	Director	24/07/1996			England
094467C	GREENBRIDGE (IRELAND)	Director	12/03/2001			Isle Of Man
094467C	GREENBRIDGE (IRELAND)	Company Secretary	12/03/2001			Isle Of Man
465083	GREENBRIDGE (OLD BROMPTON ROAD) LIMITED	Director	24/07/1996			England
010184	GREENBRIDGE (UK) LIMITED	Company Secretary	27/11/1998			Guernsey
010184	GREENBRIDGE (UK) LIMITED	Director	10/06/2003			Guernsey
2369950	GREENBRIDGE INVESTMENTS LIMITED	Director	24/07/1996			England
4236079	GREENBRIDGE NEWS LIMITED	Company Secretary	26/07/2001			England
4236079	GREENBRIDGE NEWS LIMITED	Director	16/04/2002			England
3347604	GREENBRIDGE PUBLISHING GROUP LIMITED	Company Secretary	28/02/2000			England
3347604	GREENBRIDGE PUBLISHING GROUP LIMITED	Director	28/02/2000			England
2661460	GREENBRIDGE PUBLISHING LIMITED	Director	28/02/2000			England
2661460	GREENBRIDGE PUBLISHING LIMITED	Company Secretary	28/02/2000			England
2369952	GREENBRIDGE TRADING LIMITED	Director	24/07/1996			England
2654690	H&W SMITH LIMITED	Director	24/07/1996			England
2467689	HOLBEIN INVESTMENTS LIMITED	Director	01/08/1998			England
2467689	HOLBEIN INVESTMENTS LIMITED	Company Secretary	01/08/1998			England
316128	LEXICON BOOK COMPANY LIMITED	Director	01/08/1998			England
1797272	NEWLANE LEASING SERVICES LIMITED	Director	24/07/1996			England
768927	OFFICE SUPERSTORES LIMITED	Director	24/07/1996			England

# Personnel Appointments

Date as at: 19/04/2006

Full Name : Houghton, Ian [Contd]

Person ID : 1H

Internal Appointments	[Contd]							
Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation		
1777549	SHERRATT & HUGHES LIMITED	Director	24/07/1996			England		
586627	SIDNEY E PORTSMOUTH & SONS LIMITED	Director	24/07/1996			England		
1418515	THE ARTS CHANNEL LIMITED	Director	24/07/1996			England		
2755931	THE INTERNET BOOKSHOP (OXFORD) LIMITED	Director	09/10/1998			England		
2755931	THE INTERNET BOOKSHOP (OXFORD) LIMITED	Company Secretary	09/10/1998			England		
396758	THE MIDLAND EDUCATIONAL COMPANY LIMITED	Director	24/07/1996			England		
331711	THE REPRINT SOCIETY LIMITED	Director	24/07/1996			England		
2654521	THE RETURNS COMPANY TRADING LIMITED	Director	24/05/1999			England		
2654521	THE RETURNS COMPANY TRADING LIMITED	Company Secretary	01/08/1998			England		
537338	THE WEBSTERS GROUP LIMITED	Director	24/07/1996			England		
285866	W H S TRANSPORT LIMITED	Director	24/07/1996			England		
1766896	W H SMITH & SON LIMITED	Director	24/07/1996			England		
3446131	W H SMITH ARCHIVE	Director	17/01/2000			England		
401665	W H SMITH INTERNATIONAL LIMITED	Company Secretary	01/08/1998			England		
401665	W H SMITH INTERNATIONAL LIMITED	Director	01/04/2001			England		
1597806	W H SMITH NEWS LIMITED	Director	24/07/1996			England		
534793	W H SMITH WHOLESALE LIMITED	Director	24/07/1996			England		
549069	WH SMITH (HOLDINGS) LIMITED	Company Secretary	18/02/2000			England		
549069	WH SMITH (HOLDINGS) LIMITED	Director	24/07/1996			England		
3364589	WH SMITH INSTORE LIMITED	Company Secretary	28/02/2000			England		
3364589	WH SMITH INSTORE LIMITED	Director	28/02/2000			England		
471941	WH SMITH PLC	Company Secretary	01/08/1998			England		
2339902	WH SMITH PROMOTIONS LIMITED	Company Secretary	01/06/2001			England		
2339902	WH SMITH PROMOTIONS LIMITED	Director	24/07/1996			England		
2008952	WH SMITH RETAIL LIMITED	Company Secretary	10/02/2000			England		

# Personnel Appointments

Date as at: 19/04/2006

Full Name : Houghton, Ian [Contd]

Person ID : IH

## Internal Appointments

[Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
2008952	WH SMITH RETAIL LIMITED	Director	24/07/1996	31/08/2003	Resignation	England
237811	WH SMITH TRADING LIMITED	Director	25/01/1999	31/08/2003	Resignation	England
237811	WH SMITH TRADING LIMITED	Company Secretary	01/08/1998			England
1154037	WH SMITH UK LIMITED	Director	24/07/1996			England
4235899	WHS CARD SERVICES LIMITED	Director	16/04/2002			England
4235899	WHS CARD SERVICES LIMITED	Company Secretary	26/07/2001			England
2355604	WHSTV LIMITED	Company Secretary	01/08/1998			England
2054109	WHSTV SPORTS LIMITED	Company Secretary	01/08/1998			England

**ANNEX 2****Personnel Appointments**

Date as at: 19/04/2006

Person ID: AJHS

Full Name: Stewart, Alan

Internal Appointments

<u>Number</u>	<u>Company Name</u>	<u>Appointment Type</u>	<u>Appointed</u>	<u>Resigned</u>	<u>Reason</u>	<u>Place of Incorporation</u>
03920619	CONNECT2U LIMITED	Director	03/03/2005			England
094467C	GREENBRIDGE (IRELAND)	Director	03/03/2005			Isle Of Man
4236079	GREENBRIDGE NEWS LIMITED	Director	03/03/2005			England
3347604	GREENBRIDGE PUBLISHING GROUP LIMITED	Director	03/03/2005			England
2661460	GREENBRIDGE PUBLISHING LIMITED	Director	03/03/2005			England
2467669	HOLBEIN INVESTMENTS LIMITED	Director	03/03/2005			England
2755931	THE INTERNET BOOKSHOP (OXFORD) LIMITED	Director	03/03/2005			England
401665	W H SMITH INTERNATIONAL LIMITED	Director	03/03/2005			England
549069	WH SMITH (HOLDINGS) LIMITED	Director	03/03/2005			Jersey
89483	WH SMITH JERSEY LIMITED	Director	03/03/2005			England
471941	WH SMITH PLC	Director	03/03/2005			England
2339902	WH SMITH PROMOTIONS LIMITED	Director	03/03/2005			England
2008952	WH SMITH RETAIL LIMITED	Director	03/03/2005			England
237811	WH SMITH TRADING LIMITED	Director	03/03/2005			England
4235899	WHS CARD SERVICES LIMITED	Director	03/03/2005			England
2355604	WHSTV LIMITED	Director	03/03/2005			England
2054109	WHSTV SPORTS LIMITED	Director	03/03/2005			England

External Appointments

<u>Number</u>	<u>Company Name</u>	<u>Appointed</u>	<u>Resigned</u>	<u>Place of Incorporation</u>
	A.T. Mays Group (Holdings) Limited	26/03/1999	31/01/2003	England
	A.T. Mays Investments Limited	26/03/1999	31/01/2003	England
	A.T. Mays The Travel Agents Limited	26/03/1999	31/01/2003	England
	Accoladia (Florida) Limited	27/08/1999	31/01/2003	England
	Adrian Hayes Management Limited	08/01/2001	31/01/2003	England
	Air Charter 24 Limited	26/03/1999	10/12/2002	England
	Airfare Warehouse Limited	26/03/1999	10/12/2002	England

Secretariat for Windows

Page 1





# Personnel Appointments

Date as at: 19/04/2006

Full Name : Stewart, Alan [Contd]

Person ID : AJHS

## External Appointments

[Contd]

Number	Company Name	Appointed	Resigned	Place of Incorporation
	Inspirations East Limited	26/03/1999	31/01/2003	England
	Inspirations Flights Limited	26/03/1999	10/12/2002	England
	Inspirations Holidays Limited	26/03/1999	31/01/2003	England
	Inspirations International Airways Limited	26/03/1999	10/12/2002	England
	Inspirations Overseas Limited	26/03/1999	10/12/2002	England
	Inspirations Plc	26/03/1999	31/01/2003	England
	Inspirations Travel Limited	26/03/1999	10/12/2002	England
	International Airways Limited	26/03/1999	31/01/2003	England
	Intervoyages (G.B.) Limited	26/03/1999	31/01/2003	England
	JMCA Services Limited	26/03/1999	31/01/2003	England
	JMCH Services Limited	26/03/1999	31/01/2003	England
	John Hilary & Co. (Travel) Limited	26/03/1999	31/01/2003	England
	MTG (UK) Limited	26/03/1999	31/01/2003	England
	Orchid Travel Limited	26/03/1999	31/01/2003	England
	Peach Air (Services) Limited	26/03/1999	10/12/2002	England
	Rankin Kuhn Travel Limited	26/03/1999	31/01/2003	England
	Retail Travel Limited	06/04/2001	31/01/2003	England
	Sunset Developments Limited	28/01/1999	31/01/2003	England
	Sunset Holidays (No. 2) Limited	28/01/1999	10/07/2001	England
	Sunset Holidays Plc	28/01/1999	31/01/2003	England
	Sunworld Limited	26/08/1999	10/12/2002	England
	Thomas Cook (South East) Limited	08/01/2001	31/01/2003	England
	Thomas Cook Airlines UK Limited	28/01/1999	31/01/2003	England
	Thomas Cook Deutschland Limited	09/01/2001	31/01/2003	England
	Thomas Cook Direct Limited	26/03/1999	31/01/2003	England
	Thomas Cook Enterprises Limited	06/04/2001	31/01/2003	England
	Thomas Cook GiftBond Limited	08/01/2001	31/01/2003	England
	Thomas Cook Holidays Limited	17/03/2000	31/01/2003	England
	Thomas Cook Interactive Limited	26/08/1999	31/01/2003	England
	Thomas Cook Overseas Limited	27/09/2000	31/01/2003	England
	Thomas Cook Retail Limited	17/03/2000	31/01/2003	England

Secretariat for Windows

Page 3

# Personnel Appointments

Date as at: 19/04/2006

Person ID: AJHS

Full Name: Stewart, Alan [Contd]

## External Appointments

[Contd]

External Appointments Number	Company Name	Appointed	Resigned	Place of Incorporation
	Thomas Cook Services Limited	26/04/2001	31/01/2003	England
	Thomas Cook Signature Limited	30/04/2001	31/01/2003	England
	Thomas Cook Tour Operations Limited	17/03/2000	31/01/2003	England
	Thomas Cook TV Limited	27/08/1989	31/01/2003	England
	Thomas Cook UK Limited	29/03/2001	30/06/2003	England
	Thomas Cook UK Travel Limited	09/12/1999	31/01/2003	England
	thomascok.com limited	09/12/1999	05/02/2003	England
	Tourmajor Limited	08/01/2001	31/01/2003	England
	Up Trips Limited	26/03/1999	28/11/2002	England

Secretarial for Windows

Page 4

# ANNEX 3

WH SMITH RETAIL LIMITED (Company number: 5681969)  
 Directorships held by Kathryn Elizabeth Swann during the last 5 years for Form 288a

Name	Company	Position still held (Yes/No)
Kathryn Elizabeth Swann		
	British Land Company PLC	Yes
	Greenbridge News Ltd	Yes
	WH Smith International Ltd	Yes
	WH Smith (Holdings) Ltd	Yes
	WH Smith PLC	Yes
	WH Smith Retail 2006 Ltd	Yes
	WH Smith Trading Ltd	Yes
	WHSTV Sports Ltd	Yes
	New WH Smith PLC	Yes
	Smiths News PLC	Yes
Previous Directorships		
	Argos Ltd	No
	Hodder Headline Ltd	No
	Lambert Howarth Group PLC	No

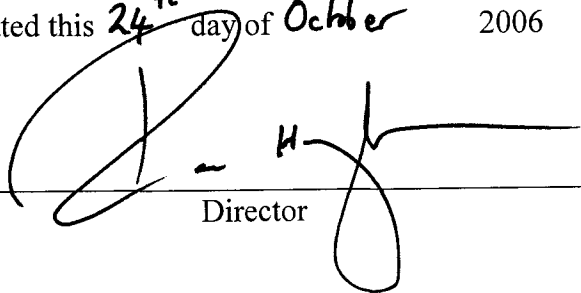


00286202


**WE HEREBY CERTIFY** that the within document is a true copy of the original of which it purports to be a copy.

Dated this 24<sup>th</sup> day of October 2006

Signed

  
Director

Signed

  
TUGHANS  
Solicitors  
30 Victoria Street  
BELFAST BT1 3GS



Company number  
5681969

DEPARTMENT OF ENTERPRISE  
TRADE AND INVESTMENT

19 JAN 2007

POST RECEIVED  
COMPANIES REGISTRY

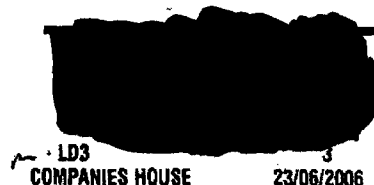
**THE COMPANIES ACT 1985**

**A PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**WH SMITH RETAIL LIMITED**



1. The Company's name is **WH Smith Retail Limited**.<sup>1</sup>
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - (a) to carry on business as a general commercial company;
  - (b) to carry on any trade or business whatsoever;
  - (c) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
  - (d) to do all such things as the directors consider to be desirable or for the benefit of the Company;
  - (e) to borrow or raise money by any method and to obtain any form of credit or finance;
  - (f) to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking or assets of the Company;
  - (g) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company;
  - (h) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;
  - (i) to dispose of all or any part of the undertaking, assets and liabilities of the Company;
  - (j) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any

<sup>1</sup> This company was incorporated under the name "Alnery no. 2571 Limited", on 1 June 2005 it changed its name to "WH Smith Retail 2006 Limited" and subsequently adopted its present name on 16 June 2006.

46

body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;

- (k) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (l) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (m) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (i) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (ii) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (iii) subclauses 3(b) to (m) are without prejudice to the generality of the objects and powers conferred by subclause 3(a) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
- (iv) in this clause:
  - (A) assets includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital;
  - (B) charge includes any mortgage, pledge, lien or other form of security;
  - (C) dispose of, in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
  - (D) liabilities includes debts and obligations of every description, whether present or future, actual or contingent; and
  - (E) person includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

4. The liability of each member is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.<sup>2</sup>

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<sup>2</sup> This Company increased its share capital by £499,999,900 to £500,000,000 by the creation of an additional 499,999,900 shares of £1 each by way of a written resolution on 1 June 2006.



I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber	Number of shares taken by subscriber
Alnery Incorporations No.1 Limited 9 Cheapside London EC2V 6AD	1

C.A.J. Morris  
for and on behalf of  
Alnery Incorporations No.1 Limited

Total shares taken

—  
1  
—

Dated: 13 January, 2006.

Witness to the above signature:

N. Scott  
9 Cheapside  
London EC2V 6AD

Company number  
5681969

**THE COMPANIES ACT 1985**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**WH SMITH RETAIL LIMITED<sup>1</sup>**

**PRELIMINARY**

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means the Table in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.
2. (a) In these articles, unless the contrary intention appears:
  - (i) the **Statutes** means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
  - (ii) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (b) Headings to these articles are inserted for convenience and shall not affect construction.

**SHARE CAPITAL**

3. (a) The directors are generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £99.
- (b) The authority contained in paragraph (a) shall expire on the day five years after the date of the incorporation of the Company but the Company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.
- (c) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

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<sup>1</sup> This company was incorporated under the name "Alnery no. 2571 Limited", on 1 June 2005 it changed its name to "WH Smith Retail 2006 Limited" and subsequently adopted its present name on 16 June 2006.

## GENERAL MEETINGS

4. (a) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
- (i) to hear each of the other participating members addressing the meeting; and
  - (ii) if he so wishes, to address all of the other participating members simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (d) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (e) *References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.*

## SHAREHOLDERS' RESOLUTIONS

5. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.

## VOTES OF MEMBERS

6. (a) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.
- (b) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and

without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 of Table A and the last provision of regulation 62 shall be amended accordingly.

### **DIRECTORS**

7. (a) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.
- (b) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
- (c) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (d) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
- (e) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (f) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

### **ALTERNATE DIRECTORS**

8. (a) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (b) An alternate director shall be entitled to receive notice of all meetings of the directors, to attend and to vote at any meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
- (c) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 of Table A shall not apply.
- (d) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director,

causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.

- (e) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

### POWERS OF DIRECTORS

- 9. (a) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (b) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

### PROCEEDINGS OF DIRECTORS

- 10. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall *be counted in the quorum when that resolution or matter is under consideration.* Regulations 94 to 96 (inclusive) of Table A shall not apply.
- 11. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.
- 12. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
- 13. (a) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
  - (i) to hear each of the other participating directors addressing the meeting; and
  - (ii) if he so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 10.
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

## SEAL

14. (a) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
- (b) The directors shall provide for the safe custody of every seal which the Company may have.
- (c) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.
- (d) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (e) Unless otherwise decided by the directors:
- (i) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
  - (ii) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (f) Certificates for shares, debentures or other securities of the Company need not be sealed with the seal but may be signed on behalf of the Company by at least one director and the secretary or by at least two directors or by such other person or persons as may be authorised by the directors for that purpose. Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

## NOTICES

15. (a) The Company may give any notice to a member either personally or by sending it by prepaid airmail or first class post or telex or facsimile transmission to the member at his registered address or by leaving it at that address. 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.
- (b) Regulation 112 of Table A shall not apply and regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
16. (a) Proof that:
- (i) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
  - (ii) a telex or facsimile transmission setting out the terms of a notice was properly despatched,

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched.

- (b) Regulation 115 of Table A shall not apply.

#### **INDEMNITY**

- 17. (a) Subject to the provisions of and to the extent permitted by the Statutes, every director or other officer (excluding an auditor) of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
  - (i) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
  - (ii) the indemnity is subject to such officer taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.
- (b) Regulation 118 of Table A shall not apply.

**Name and address of subscriber**

Alnery Incorporations No. 1 Limited  
9 Cheapside  
London EC2V 6AD

C.A.J. Morris  
for and on behalf of  
Alnery Incorporations No. 1 Limited

*Dated: 13 January, 2006.*

Witness to the above signature:

N. Scott  
9 Cheapside  
London EC2V 6AD