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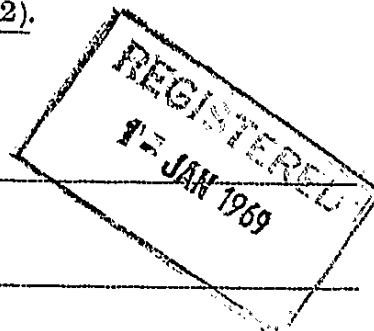
THE COMPANIES ACT, 1948

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

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

W. & G. FOYLE
LIMITED



Presented by

FRESHFIELDS

Document Filer's Reference DLS/JFW/DJCH

1 Bank Buildings,

Princes Street, London E.C.2.

Form No. 41
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, DAVID LINCOLNE STEBBINGS

of 1 Bank Buildings, Princes Street, London E.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor

of the Supreme Court engaged in the formation

of W. & G. FOYLE

Limited,

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

Declared at 1 Bank Buildings

Princes Street

London E.C.2.

the 28 day of December

one thousand nine hundred and
sixty-eight

Before me,

William

David Stebbings

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

company } _____

STATEMENT OF THE NOMINAL CAPITAL

OF

W. & G. FOYLE

LIMITED

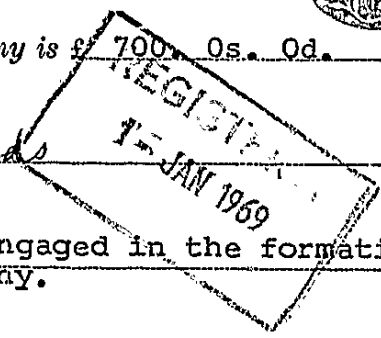
Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.



THE NOMINAL CAPITAL of the above named Company is £ 700 Os. Od.

Signature Freshfields

Description Solicitors engaged in the formation of the Company.



Dated the 20th day of December 1968

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

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

FRESHFIELDS

Presenter's Reference DLS/JFW/DJCH

1 Bank Buildings, Princes Street, London E.C.2.

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE COMPANIES ACTS 1948 to 1967

945131

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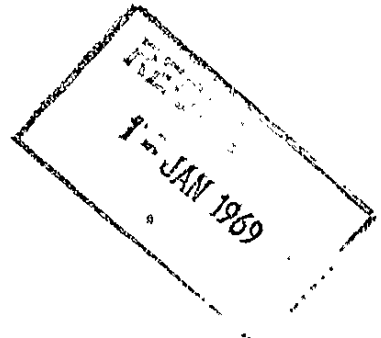
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

W. & G. FOYLE LIMITED



ame

1. The name of the Company is "W. & G. FOYLE LIMITED".

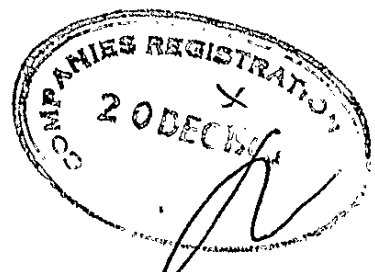
egistered
ffice

2. The Registered Office of the Company will be situate in England.

bjects

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

- (1) To carry on business as book sellers, book binders, printers, engravers, publishers, and art journalists; to carry on the businesses of newspaper and magazine proprietors, newsagents, journalists, literature agents and stationers; to carry on the businesses of manufacturers and distributors of and dealers in engravings, prints, pictures, drawings, and any written,



engraved, painted or printed productions, to carry on the businesses of advertising agents, advertisement contractors and designers of advertisements; to carry on the businesses of paper makers and printing and ink manufacturers, and any other trade or business whatsoever which may seem to the Company capable of being advantageously carried on by the Company in connection with or ancillary to any of the above businesses or to the general business of the Company.

- (2) To carry out such building, mining, engineering or other operations and works, and to manufacture or deal with such goods and to acquire, hold or deal with such property, as may seem directly or indirectly to advance the interests of the Company.
- (3) To enter into such commercial or other transactions as may seem desirable for the purpose of the Company's affairs.
- (4) To pay or to make such arrangements for providing such pensions, benefits, share acquisition schemes and other matters (whether to or for or for the benefit of present or past directors or employees of the Company or of any company associated with the Company or persons who are or were related

to or dependants of such directors or employees) as may seem directly or indirectly to advance the interests of the Company.

- (5) To act as agents or trustees, and to enter into partnership and other arrangements which may seem to advance the interests of the Company.
- (6) To sell, lease or dispose of the undertaking of the Company or any part thereof on such terms as the Company may decide, and to distribute assets in specie among the members of the Company.
- (7) To acquire and hold interests in other companies and to enter into any arrangements with other companies which may seem to advance the interests of the Company, upon such terms as the Company may decide.
- (8) To raise or borrow money and to receive deposits, and to lend money, give, whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company, and to charge its undertaking or any part thereof or its uncalled capital, in any circumstances and upon such terms and conditions as the Company may think fit.

- (9) To pay the formation and registration expenses of the Company.
- (10) To contribute to any public, general, political, charitable, benevolent or useful object, to which it may seem to be in the interest of the Company or its members to contribute.
- (11) To do all such other things as may be considered to further the interests of the Company or be incidental or conducive to the above objects or any of them.

And it is hereby declared (a) that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

liability 4.
of members.

The liability of the members is limited.

Capital 5. The Share Capital of the Company is £700
divided into 14,000 shares of 1s. each.

WE, the several persons whose Names, Addresses
and Descriptions are subscribed, are desirous of being
formed into a Company in pursuance of this
Memorandum of Association and we respectively agree
to take the number of shares in the Capital of the
Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
Ram and Baily. De Laches, Col Norton Essex Bookseller	<u>one thousand three hundred</u>
Christine Baily De Laches. Col Norton Essex Bookseller	<u>Five thousand eight hundred 0. Twelve</u>
{ Ram and Baily Christine Baily as above	one hundred one
Winifred O. Samuel Moray House Bunham. or. Buxton. Essex. Housewife	one thousand 0 nine

Ronald Daly
W. Whitaker Foyle.
114 Grosvenor Gardens
London W.2.
Book-sellers.

One thousand eight hundred and
ninety two

W. Whitaker Foyle.
22, Ranelagh House,
Elystan Place, London W.C.2.
Booksellers.

One thousand eight
hundred and ninety three.

Dated the 18th day of December, 1968.

Witness to the above signatures:-

John F. Whittingdale
1 Bank Buildings
Princes Street
London E.C. 2
Solicitor.

945131 / 4

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

W. & G. FOYLE LIMITED



The Regulations contained in Table A Part I and Part II in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 (referred to below as "Table A") shall apply to the Company with the following modifications:-

1. Regulations 24 and 53 of Table A Part I shall be deleted.
2. The proviso to Regulation 79 of Table A Part I shall be deleted.
3. Instead of Regulation 84 (2) of Table A Part I, the following shall be substituted:-

"(2) Subject to the disclosure of his interest in accordance with Section 199 of the Companies Act 1948, a Director may be included in the quorum of the meeting at which any contract or arrangement, in which he is

interested, is considered, and he may vote in respect of such contract or arrangement."

4. Instead of Regulation 3 of Table A Part II, the following shall be substituted:-

(9)

(1) Save as otherwise hereinafter provided no member (hereinafter called "the Retiring Member") shall be entitled to transfer any shares whether by way of sale or otherwise, without first causing the same to be offered to the other members of the Company at the fair value in accordance with this Article.

(2) In order to ascertain whether any other members of the Company are willing to purchase the shares at the fair value, the Retiring Member shall give a notice in writing (hereinafter referred to as a "Sale Notice") to the Company that he desires to sell the same. Every Sale Notice shall specify the denoting numbers (if any) of the shares which the Retiring Member desires to sell, and shall constitute the Company the agent of the Retiring Member for the sale of such shares to the other members of the Company at the fair value. No Sale Notice shall be withdrawn except with the sanction of the Directors.

(3) The Directors shall, with a view to finding members willing to purchase the shares (hereinafter referred to as "Purchasing Members"), offer the shares comprised in a Sale Notice to the persons then holding the remaining shares in the Company as nearly as may be

in proportion to their holdings of shares in the Company, and shall limit a time within which such offer, if not accepted, will be deemed to be declined; and the Directors shall make such arrangements as they shall think just and reasonable as regards the finding of Purchasing Members for any shares not accepted by members to whom they shall in the first instance have been so offered as aforesaid.

(4) If the Company shall within twenty-eight days after service of a Sale Notice find Purchasing Members in respect of all or any of the shares comprised therein it shall give notice thereof to the Retiring Member and the Retiring Member shall be bound upon payment of the fair value to transfer the share to such Purchasing Members, who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice.

(5) The fair value shall be fixed by the Auditors for the time being of the Company and the sum so fixed shall, for the purposes of this Article be deemed to be the fair value of any share comprised in such notice.

(6) In the event of the Retiring Member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may authorise some person to execute a transfer of the shares to the Purchasing Members and may give a good receipt for the purchase price of such shares, and may register

the Purchasing Members as holders thereof and issue to them certificates for the same, and thereupon the purchasing Members shall become indefeasibly entitled thereto. The Retiring Member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

(7) If the Directors shall not, within the space of twenty-eight days after service of a Sale Notice, find Purchasing Members for all of the shares comprised therein, or if, through no default of the Retiring Member, the purchase of any shares shall not be completed within twenty-one days after the service on the Retiring Member of the notice provided for by paragraph (4) hereof, the Retiring Member shall, at any time, within six months after the expiry of the said twenty-eight days or the service on him of the said notice as the case may be, be at liberty, subject to paragraph (9) of this Article to transfer to any person as he may wish (and, in the case of a sale, at any price) the shares in respect of which no Purchasing Member was found or in respect of which the sale was not completed as aforesaid.

(8) The provisions of this Article shall apply mutatis mutandis to any person becoming entitled to a

share in consequence of the death or bankruptcy of a member and who wishes either to transfer such share or himself to be registered in respect thereof.

(9) Except in the case of a transfer to a Purchasing Member in accordance with this Article, 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."

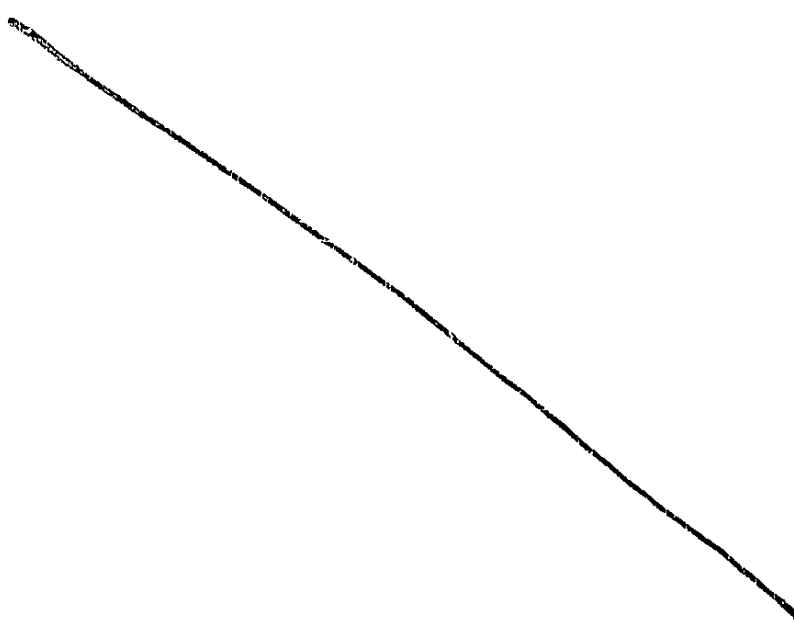
Names, Addresses and Descriptions of Subscribers

Christine Batty
De Launay
Coral Norton. Essex

Bookseller
Romaine Bay-
as above.

Winifred. O. Samuel
Mary House
Burnham. or. Broad. Street
Housewife

W. McIntyre Foyle.
22, Ranelagh House,
Rhyton Place, London S.W.3.
Bookseller.



Dated the 18th day of December, 1968.

Witness to the above signatures:-

John F. Whittingdale
1 Bank Buildings
Princes Street
London E.C.2
Solicitor

No.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

W. & G. FOYLE LIMITED

MEMORANDUM

- and -

ARTICLES OF ASSOCIATION

Incorporated the
day of 196

FRESHFIELDS

1 Bank Buildings
Princes Street
London E.C.2.



CERTIFICATE OF INCORPORATION

No. 945131

I hereby certify that

W. G. FOYLE LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 1st JANUARY, 1969.


Assistant Registrar of Companies