

Registered No. 1847152

**BEAUTIFUL WOOD REPRODUCTIONS LIMITED**

WE, the undersigned, being all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby pursuant to regulation 5 in Part II of Table A in the First Schedule to the Companies Act 1948 (which regulation is incorporated in the Company's Articles of Association) RESOLVE as follows:-

SPECIAL RESOLUTION

THAT the existing articles of association of the Company cease to apply to it and that the Company adopts in substitution for them the new articles of association in the form attached.

.....  
N M Forster

.....  
C J W Lusty

.....  
M W Lusty

.....  
P E Rowledge

Dated 28<sup>th</sup> April 1995

JPOOLE\GEN-WORK.NGL\BEAUTREP.RS2



No. 1847152

THE COMPANIES ACTS 1948 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

M E M O R A N D U M

- and -

A R T I C L E S   O F   A S S O C I A T I O N

- of -

BEAUTIFUL WOOD REPRODUCTIONS LIMITED

Incorporating all changes made up to  
and including the 1995

Incorporated the 11th September 1984

Clarke Willmott & Clarke  
Flower's House  
15 Hendford  
YEOVIL  
Somerset  
BA20 1TB

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BEAUTIFUL WOOD REPRODUCTIONS LIMITED

(As adopted by Special Resolution passed the 1995)

1 Interpretation

In these articles:-

"the Act" means the Companies Act 1985, and every statutory modification or re-enactment of it for the time being in force;

"Holding Company" means any corporate member in whose name is registered 50% or more of the amount for the time being of the issued ordinary share capital of the Company; and

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended.

2 Table A

2.1 The regulations contained in Table A will apply to the Company except in so far as they are excluded by, or are inconsistent with, these articles.

2.2 Regulations 24, 64, 73 to 77 inclusive, 80 and 94 to 97 inclusive of Table A will not apply to the Company.

3 Transfers of shares

The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share, whether or not it is a fully paid share.

4 Notice of general meetings

Notice of any general meeting need not be given to the directors in that capacity.

**5 Proceedings at general meetings**

In regulation 40 of Table A, the words "or a Holding Company (as defined in the articles) alone present by a representative or by a proxy," are to be inserted before the words "shall be a quorum".

**6 Votes of members**

6.1 On a show of hands (as well as on a poll) votes may be given either personally or by proxy.

6.2 In the case of a corporation, a director or the secretary of it will be deemed to be a duly authorised representative for the purposes of regulation 54 of Table A.

**7 Number of directors**

Unless otherwise determined by ordinary resolution, the number of directors will not be subject to any maximum and the minimum number of directors will be one.

**8 Appointment and retirement of directors**

8.1 The directors will not be subject to retirement by rotation. Accordingly, all references in Table A to rotation will be disregarded and the final two sentences of regulation 79 of Table A will not apply to the Company.

8.2 Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by ordinary resolution, a Holding Company may at any time appoint any person to be a director, either additionally or to fill any vacancy, and may remove from office any director however appointed. Any such appointment or removal will be effected by notice in writing to the Company signed on behalf of the Holding Company by one of its directors or any other duly authorised officer, and will take effect when the notice effecting it is delivered to the registered office of the Company or is produced at a meeting of the directors.

**9 Proceedings of directors**

9.1 If and so long as the minimum number of directors specified under these articles is one, a sole director may exercise all the powers conferred on the directors by the Articles, and will do so by written resolution under his hand and, so long as there is such a sole director, regulations 88 to 90 inclusive of Table A will not apply to the Company.

9.2 Any director (including an alternate director) may participate in a meeting of the directors, or a committee of directors of which he is a member, by means of a conference telephone, or similar communicating equipment, whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will be deemed to constitute presence in person at the meeting. Such a meeting

will be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chairman of the meeting then is.

- 9.3 Subject to such disclosure as is required by Section 317 of the Act, a director will be entitled to vote at a meeting of directors, or of a committee of directors, on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

## 10 Notices

- 10.1 In regulation 112 of Table A, the words "or by telex or facsimile transmission" will be inserted before the words "or by sending it by" and the words "first class" will be inserted before the words "post in a prepaid envelope".

- 10.2 Any notice or other document will be deemed to be given:-

- (a) if sent by first class post: the day after the day it was put in the post;
- (b) if delivered by hand or left at a registered address: the day on which it was so delivered or left;
- (c) if sent by telex or facsimile transmission: the day of transmission;

and the second sentence of regulation 115 of Table A will not apply to the Company.

## 11 Indemnity

- 11.1 Subject to Section 310 of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company will be entitled to be indemnified out of the assets of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation to them.

- 11.2 The directors will have power to purchase and to maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.