

Company No 52790

THE COMPANIES ACT 1985 AND 1989

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

REED PUBLISHING LIMITED

Passed 7 JULY 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have passed the following special resolutions

SPECIAL RESOLUTIONS

- 1 ~~THAT the name of the Company be changed to Formpart (RPL) Limited~~ FOR INFORMATION
- 2 THAT the Memorandum of Association of the Company be amended accordingly as follows

By the deletion of clause 1 and substitution for it

"1 The name of the company is Formpart (RPL) Limited "


By deletion of the reference to "Companies Act 1948" in clause 3(13A) and substitution with "Companies Act 2006"

By the deletion of clause 5 and substitution for it

"5 The share capital of the Company is £84,667,868 divided into 84,667,868 ordinary shares of £1 each "

- 3 THAT the Articles of Association of the Company (in the form attached to this special resolution) be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association




Chairman

Company Number: 00052790

THE COMPANIES ACTS 1985 AND 1989

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND
ARTICLES OF ASSOCIATION

of

FORMPART (RPL) LIMITED

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THE COMPANIES ACTS 1985 AND 1989

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

FORMPART (RPL) LIMITED

(the "Company")

- 1 The name of the Company is "Formpart (RPL) Limited"
- 2 The Registered Office of the Company will be situate in England and Wales
- 3 The objects for which the Company is formed are -
 - 1 (A) To carry on the business of an Investment Holding Company in all its branches

(B) To carry on business as booksellers, publishers in any medium whatsoever, bookbinders, publishers' remaindermen, picture, print, engraving and art dealers, newspaper, magazine, periodical and journal proprietors, importers, and exporters of books, magazines, periodicals and journals, literary agents, press agents, newsagents, journalists, dramatic and music critics, and as advertising and publicity agents and experts, exhibition and conference organisers, wholesale and retail stationers, leather dealers fancy goods dealers, warehousemen and general storekeepers, art printers, colour printers, lithographic and photogravure printers, trade printers and printers generally, linotype and type setters, engravers, designers, artists, photographers, bookbinders, and dealers in paper and boards and printers' and bookbinders' requirements generally
 - 2 To acquire and hold shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities and obligations issued or guaranteed by any company constituted or carrying on business in the United Kingdom or elsewhere, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and to vary, transpose or dispose of from time to time as may be considered expedient any of the Company's investments for the time being
 - 3 To purchase or otherwise acquire and undertake, as a going concern or not, the whole or any shares of or interest in the business, property, and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and to manage or work any such business upon such terms as the Directors may think fit, including the shares of the profits and liabilities thereof

- 4 To apply for and acquire by purchase, grant, licence, or otherwise, any concessions, monopolies, grants, licences, patents, or patent rights, brevets d'invention, or other privileges conferring an exclusive or non-exclusive or limited right to obtain and use any official or other rights, privileges, concessions, or information, whether from the Post Office, or any other Government, municipal, public, or local department in the United Kingdom or any Colony or dependency thereof, or in any foreign country, which, in the opinion of the Directors, may be useful or desirable for carrying out or developing any of the objects of the Company, and using, exercising, and working the same, and also granting licences for using, exercising, and working the same to other persons or companies as may be deemed expedient by the Directors
- 5 To purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, or any rights, privileges, or interests therein which the Directors of the Company may think necessary or convenient with reference to any of these objects, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being
- 6 To sell, exchange, manage, lay out, farm, cultivate, improve, develop, lease, mortgage, dispose or, or otherwise deal with all or any part of the Company's property or any interest therein
- 7 To make, erect, build, construct, repair or improve any manufactories, warehouses, workshops, houses, cottages, offices, buildings, roads, ways, railways, tramways, branches, sidings, bridges, reservoirs, watercourses, wharves, works, or any trucks, wagons, plant, machinery or utensils which the Directors of the Company for the time being may consider useful or convenient for any of the objects of the Company
- 8 To sell the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any other Company having altogether or in part similar to those of this Company
- 9 To promote any other company for the purpose of acquiring all or any of the property, assets, rights, and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to take or otherwise acquire any shares or stock in such company and to guarantee the interest on any debentures issued by such company, and otherwise to make and carry out all such other financial arrangements in relation thereto as may be deemed expedient
- 10 To subscribe for, purchase or acquire by way of mortgage, hypothecation or pledge, or otherwise accept, hold and deal with any stock, shares, warrants, securities, or debentures of, or any other interest in any company, society, partnership, or undertaking, and any stock or securities of any Government or State on such terms and in such manner as the Directors of this Company think fit and that either in payment for goods or work, sold or done by the Company, or otherwise in furtherance, directly or indirectly of any of the objects of the Company
- 11 To make, draw, accept, indorse, execute and issue any bills of lading, bills of exchange, promissory notes, debentures or other negotiable or transferable instruments
- 12 To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine

- 13 To lend money to such parties and on such terms and securities as the Directors of the Company may approve and in particular to make advances with or without security to the customers of, and persons having dealings with the Company with a view to assist such persons by loan in carrying on their respective businesses
- 13A "As a separate and independent object to further the interest of the Company's Holding Company in any manner and in particular (without prejudice or the generality of the foregoing) by guaranteeing or giving security for the payment or fulfilment of any debt or obligation of such Holding Company or of any subsidiary of such Holding Company and so that for this purpose the expressions "Holding Company" and "Subsidiary" shall have the meanings respectively for the time being assigned to them by the Companies Act 2006 or any statutory modification or re-enactment thereof for the time being in force "
- 14 To raise, borrow, or secure the payment of money in such manner and on such terms and conditions as may seem expedient, and in particular by the issue and debentures or debenture stock, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future to the Company (including, if thought fit its uncalled capital), subject to any mortgages or otherwise howsoever
- 15 To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, and to contribute to the expenses of opposing any Bill in Parliament which may be considered prejudicial to the interests of the Company To procure the Company to be constituted or incorporated as a Corporation or Société Anonyme or to be otherwise registered or recognised in any colony, dependency, or foreign country
- 16 To do all or any of the things hereby authorised in any part of the world and either as principals, agents, contractors or otherwise, and either alone or in partnership or in conjunction with or as agents or factors for any other companies, partnerships, or individuals, or by means of any companies, partnerships, or individuals as agents for the Company, and for that purpose establishing any branches or agencies in any part of the world
- 17 To remunerate any person or Company for services rendered, or to be rendered in placing, or assisting to place any of the shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its businesses
- 18 To distribute all or any of the property and assets of the Company among the members in specie
- 19 To amalgamate, or enter into partnership or any arrangements, either temporary or permanent, for sharing profits, union of interests, co-operation, joint adventure, joint working or reciprocal concessions, either wholly or partially, with any other company, partnership, or person carrying on in the United Kingdom or abroad any business included in the objects of this Company, or which, in the opinion of the Directors, can be conveniently carried on in connection therewith, and to make any such amalgamation, partnership, or arrangements in consideration, wholly or partly, of shares, stock, debentures, or securities of such or any other company, and generally upon such terms as the Directors of this Company shall think fit

- 20 To establish and support, or aid in the establishment and support, of provident societies, sick funds, libraries, clubs, coffee rooms, or other associations, institutions, or conveniences calculated to benefit person employed by the Company, or having dealings with the Company, and to subscribe to or to guarantee money for any church, chapel, hospital, infirmary, dispensary, or other institutions, societies or funds of a charitable philanthropic, or benevolent nature situate or carried on near to any of the Company's factories, works, or places of business, or in any way capable of being used or applied for the benefit or relief of persons employed by the Company, or of their widows, families or dependants
- 21 To admit any employees of the Company to participate in the profits of the Company in such manner and on such terms and conditions as may seem expedient, and to establish any trusts in relation thereto, and to issue any participation certificates, or other documents, to the participating employees
- 22 To do all such other things as are incidental or conducive to the attainment of the above objects, and so that the word "Company" in this Article shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere

And it is hereby declared 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

- 4 The liability of the members is limited
- 5 The share capital of the Company is £84,667,868 divided into 84,667,868 ordinary shares of £1 each
- 6 The Company may increase its capital and may attach to any of the shares in the capital, whether original or increased, any preferential, deferred, qualified or special rights, privileges, or conditions as regards dividends, capital, voting or otherwise, and generally may issue such shares on such terms as may be determined by it in accordance with the Articles of Association for the time being of the Company

THE COMPANIES ACTS 1985 AND 1989

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FORMPART (RPL) LIMITED

(the "Company")

Adopted by special resolution of the Company on 7 July 2008

1 PRELIMINARY

1 1 The regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052), The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373), The Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No 2541) and The Companies (Tables A to F) (Amendment)(No 2) Regulations 2007 (SI 2007 No 2826) (such Table being hereinafter called "**Table A**") shall apply to the Company so far as it relates to private companies limited by shares but save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the articles of association of the Company

1 2 In these articles the following expressions shall have the following meanings

"**Act**" the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force save where express reference is made to the 2006 Act,

"**2006 Act**" the Companies Act 2006, but so that any reference in these articles to any provision of the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force, and

"**electronic**" actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated

2 ALLOTMENT OF SHARES

2 1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to article 2 3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit

2 2 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company

2 3 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution

3 **SHARES**

3 1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly

3 2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

4 **GENERAL MEETINGS AND RESOLUTIONS**

4 1 Every notice convening a general meeting shall comply with the provisions of the 2006 Act as to giving information to members in regard to their right to appoint proxies

4 2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum

4 3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved

4 4 Regulation 41 in Table A shall not apply to the Company

4 5 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 4 8 below

4 6 Any decision taken by a sole member pursuant to article 4 5 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book

4 7 Resolutions under section 168 of the 2006 Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting

4 8 A member present at a meeting by proxy shall be entitled to speak at the meeting. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy in

addition to his own vote (if any) as a member Regulation 54 in Table A shall be modified accordingly

- 4 9 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting

5 APPOINTMENT OF DIRECTORS

- 5 1 Regulation 64 in Table A shall not apply to the Company

- 5 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly

- 5 3 The directors shall not be required to retire by rotation and regulations 76 to 79 (inclusive) in Table A shall not apply to the Company

- 5 4 No person shall be appointed a director at any general meeting unless either

5 4 1 he is recommended by the directors, or

5 4 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

- 5 5 Subject to article 5 4 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

- 5 6 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 5 2 above as the maximum number of directors and for the time being in force

- 5 7 Notwithstanding any other provision of these articles, a majority in number of the members having a right to attend and vote at a general meeting may, by memorandum in writing signed by or on behalf of them and delivered to the Company's registered office or tendered at a meeting of the directors or at a general meeting of the Company, at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how such director was appointed)

6 BORROWING POWERS

The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over 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

7 ALTERNATE DIRECTORS

7 1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly

7 2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

8 GRATUITIES AND PENSIONS

8 1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

8 2 Regulation 87 in Table A shall not apply to the Company

9 PROCEEDINGS OF DIRECTORS

9 1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

9 2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act

9 3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

10 THE SEAL

10 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company

10 2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

11 NOTICES

11 1 Without prejudice to regulations 112 to 116 inclusive in Table A, the Company may give notice to a member by electronic means provided that

11 1 1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means, and

- 11 1 2 the electronic means used by the Company enables the member concerned to read the text of the notice
- 11 2 A notice given to a member personally or in a form permitted by article 11 1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be
- 11 3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by article 11 1 above
- 12 **PROTECTION FROM LIABILITY**
- 12 1 For the purposes of this Article a "**Liability**" is any loss or liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office in relation to the Company and "**Associated Company**" shall bear the meaning referred to in section 309A(6) of the Act
- 12 2 Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply
- 12 2 1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability, and
- 12 2 2 every director and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any Liability which he may sustain or incur in or about the execution and discharge of the duties of his office or otherwise in relation thereto, including any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability
- 12 3 This article 12 shall only have effect in so far as its provisions are not avoided by sections 309A and 309B of the Act
- 12 4 Regulation 118 in Table A shall not apply to the Company
- 13 **TRANSFER OF SHARES**
- The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company
- 14 **MEETINGS**
- 14 1 A person in communication by electronic means with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means
- 14 2 A meeting at which one or more of the directors attends by electronic means is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present

15 **ALTERATION OF SHARE CAPITAL**

15 1 The Company may by ordinary resolution -

15 1 1 increase its share capital by new shares of such amount as the resolution prescribes,

15 1 2 consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,

15 1 3 subject to the provisions of the Act sub-divide its shares or any of them into shares of smaller amount and the resolution may determine that as between the shares resulting from the sub-division any of them may have any preference or advantage as compared with the others, and

15 1 4 cancel shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled

15 2 Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share the directors may on behalf of those members sell the shares representing the fractions for the best price reasonably obtainable to any person (including the Company) and distribute the net proceeds of sale in due proportion among those members and the directors may authorise some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale

15 3 Subject to the provisions of the Act the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way