

No. 220748

The Companies Acts, 1908 to 1917

AND

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

NEW

Articles of Association

(Adopted by Special Resolution passed the 21st September, 1961)

OF

A. A. SITES, LIMITED

Incorporated the 30th day of March, 1927

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McKENNA & CO.,

12 WHITEHALL,

LONDON, S.W.1.

No. 220748



Certificate of Incorporation

I HEREBY CERTIFY that A. A. SITES, LIMITED, is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London, this Thirtieth day of March,
One thousand nine hundred and twenty-seven.

C. C. GALLAGHER,
Registrar of Joint Stock Companies.

Fees and Deed Stamps £3.10 0.

Stamp Duty on Capital £15. 0. 0

The Companies Acts, 1908 to 1917

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
A. A. SITES, LIMITED

1. The name of the Company is "A. A. SITES, LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are—
 - (A) To acquire and take over as a going concern and carry on the business of Billposters and General Advertising Contractors, now carried on by Joseph Mackenzie Beable, at 161A, Strand, in the County of London, under the style or firm of "A. A. Sites," together with all the property and assets of the business, and with a view thereto to adopt and carry into effect (either with or without modification) an Agreement dated the 25th day of March, 1927, and made between the said Joseph Mackenzie Beable of the one part and Norfolk Abraham Woodiwiss as trustee for and on behalf of the above-named Company, of the other part, a copy of which has, for the purpose of identification, been signed by two of the subscribers hereto.
 - (B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the

business or businesses of General Distributing Agents, Publicity Specialists, Signwriters, Engravers, Bookbinders, Printers, Publishers, Booksellers, Stationers, Lithographers, General Agents, Merchants, and Contractors; and to purchase, hire, or by other means acquire billposting and advertising stations and hoardings and sites for hoardings, and the right or privilege to erect the same, and to display pictorial or other advertisements upon any railway station, house, wall, or other erection, and to sublet, sell, or otherwise dispose of any property, rights, or privileges so acquired, and to manufacture, buy, sell, and deal in enamelled iron and all kinds of materials used or which may be used in connection with displayed advertisements, and to acquire or manufacture or sell any plant, machinery, device, or materials which may be used as aforesaid, and to acquire and use the right to any invention or idea for the purpose of public or private advertising.

- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, purchase, or by other means acquire and protect, prolong, and renew, whether in the United

Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures

or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business ; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives of such persons ; to make payments towards insurance ; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (T) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

- (w) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is *One Thousand Five Hundred Pounds, divided into One Thousand Five Hundred Shares of One Pound each.

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17/11/11

*NOTE — The original share capital of £1,500 has been increased to £25,000 as set out in the following table —

DATE	FROM	TO	
3rd June, 1929	£1,500	£8,500	By the creation of 1,000 Ordinary and 4,000 7 per cent. Cumulative Preference Shares
13th May, 1931	£8,500	£13,000	By the creation of 1,300 Ordinary Shares and 5,200 7 per cent. Cumulative Preference Shares.
6th May, 1932	£13,000	£15,000	By the creation of 400 Ordinary Shares and 1,600 7 per cent. Cumulative Preference Shares.
10th May, 1932	£15,000	£17,000	By the creation of 400 Ordinary Shares and 1,600 7 per cent. Cumulative Preference Shares
11th May, 1934	£17,000	£20,000	By the creation of 800 Ordinary Shares and 2,400 7 per cent. Cumulative Preference Shares.
10th April, 1935	£20,000	£25,000	By the creation of 1,000 Ordinary Shares and 4,000 7 per cent. Cumulative Preference Shares

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
JOSEPH MACKENZIE BEABLE, 56, Telford Avenue, Streatham, S.W.2, Advertising Manager.	One
ERNEST MORISON, 99, Holden Road, Woodside Park, N.12, Company Director.	One

Dated this 25th day of March, 1927.

Witness to the above signatures :—

NORFOLK A. WOODIWISS,
 28, Conduit Street,
 London,
 Solicitor.

No. 220748

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Extraordinary Resolution

OF THE HOLDERS OF THE 7 PER CENT. CUMULATIVE PREFERENCE
SHARES OF £1 EACH

OF

A. A. SITES, LIMITED

Passed 21st September, 1961

AT a SEPARATE MEETING of the holders of the 7 per cent. Cumulative Preference Shares of £1 each of the Company, duly convened, and held at Kimberley House, 17 Holborn Viaduct, London, E.C.1, on Thursday, the 21st day of September, 1961, the following RESOLUTION was duly passed as an EXTRAORDINARY RESOLUTION, namely .—

RESOLUTION

That this meeting of the holders of the 7 per cent. Cumulative Preference Shares of £1 each of A. A. Sites, Limited hereby sanctions the modification of the rights of such shares to be effected by the resolutions to be submitted at the Extraordinary General Meeting of the Company to be held this day.

J. M. BEABLE,
Chairman.

No. 220748

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Extraordinary Resolution

OF THE HOLDERS OF THE ORDINARY SHARES OF £1 EACH

OF

A. A. SITES, LIMITED

Passed 21st September, 1961

AT a SEPARATE MEETING of the holders of the Ordinary Shares of £1 each of the Company, duly convened, and held at Kimberley House, 17 Holborn Viaduct, London, E.C.1, on Thursday, the 21st day of September, 1961, the following RESOLUTION was duly passed as an EXTRAORDINARY RESOLUTION, namely :—

RESOLUTION

That this meeting of the holders of the Ordinary Shares of A. A. Sites, Limited hereby sanctions the modifications of the rights of such shares to be effected by the resolutions to be submitted at the Extraordinary General Meeting of the Company to be held this day.

J. M. BEABLE,
Chairman.

No. 220748

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolutions
OF
A. A. SITES, LIMITED

Passed 21st September, 1961

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Kimberley House, 17 Holborn Viaduct, London, E.C.1, on Thursday, the 21st day of September, 1961, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS, namely :—

RESOLUTIONS

1. That the 18,800 7 per cent. Cumulative Preference Shares of £1 each in the capital of the Company shall henceforth have attached thereto in substitution for and to the exclusion of any rights or privileges heretofore attaching thereto the special rights and privileges following, that is to say :—

(i) The holders of such 7 per cent. Cumulative Preference Shares shall be entitled to receive out of the profits of the Company resolved to be distributed a fixed cumulative preferential dividend at the rate of 7 per cent. per annum on the capital for the time being paid up on such shares respectively, but such shares shall not confer any further right to participate in profits.

(ii) In the event of the winding up of the Company the holders of the 7 per cent. Cumulative Preference Shares shall

be entitled to have the surplus assets applied, first, in paying off the capital paid up on the 7 per cent. Cumulative Preference Shares held by them respectively, secondly, in paying off the arrears (if any) of the preferential dividend aforesaid to the commencement of the winding up whether earned or declared or not, in priority to all other shares, but such shares shall not confer any further right to participate in assets.

(iii) The said 7 per cent. Cumulative Preference Shares shall not entitle the holders to receive notice of or attend or vote at any General Meeting of the Company by virtue of their holdings thereof.

2. That the regulations contained in the printed document which was produced to the meeting having been signed by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

J. M. BEABLE,
Chairman.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

A. A. SITES, LIMITED

(Adopted by Special Resolution passed the 21st September, 1961)

1. In these Articles—

“ The Act ” means the Companies Act, 1948.

“ Part I ” means Part I of Table A in the First Schedule to the Act.

“ Part II ” means Part II of the said Table A.

2. The Company is a Private Company within the meaning of section 28 of the Act.

3. The regulations contained in Part II, including the regulations contained in Part I and incorporated in Part II, shall apply to the Company with the exceptions, modifications and additions hereinafter contained.

4. (A) The capital of the Company at the date of adoption of these Articles is £25,000 divided into 6,200 Ordinary Shares of £1 each, and 18,800 7 per cent. Cumulative Preference Shares of £1 each.

(B) The 18,800 7 per cent. Cumulative Preference Shares of £1 each shall have attached thereto the following special rights and privileges.—

- (i) The holders of such 7 per cent. Cumulative Preference Shares shall be entitled to receive out of the profits of the Company resolved to be distributed a fixed cumulative preferential dividend at the rate of 7 per cent. per annum on the capital for the time being paid up on such shares respectively, but such shares shall not confer any further right to participate in profits.

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4. The capital of the Company at the date of adoption of this Article is divided into Ordinary Shares of £1 each. The liability of the members is limited.

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- (ii) In the event of the winding up of the Company the holders of the 7 per cent. Cumulative Preference Shares shall be entitled to have the surplus assets applied, first, in paying off the capital paid up on the 7 per cent. Cumulative Preference Shares held by them respectively, and secondly, in paying off the arrears (if any) of the preferential dividend aforesaid to the commencement of the winding-up whether earned or declared or not, in priority to all other shares, but such shares shall not confer any further right to participate in assets.
- (iii) The said 7 per cent. Cumulative Preference Shares shall not entitle the holders to receive notice of or attend or vote at any General Meeting of the Company by virtue of their holdings thereof.

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5. The shares shall (subject to regulation 2 of Part II and in the case of new shares created on any increase of capital subject to any direction to the contrary that may be given by the Company in General Meeting at the time the capital is increased) be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of the same to such persons (including any Director) and on such terms as they think fit, provided that no share shall be issued at a discount, except as provided by section 57 of the Act.

6. In regulation 11 of Part I the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

7. In regulation 15 of Part I the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

8. Regulation 75 of Part I shall not apply to the Company. Unless and until otherwise determined by Ordinary Resolution of the Company the number of Directors shall not be less than two nor more than seven.

9. There shall be substituted for the second sentence of regulation 76 of Part I the words: "Unless otherwise determined by the Company in General Meeting such remuneration shall be divided between the Directors in such proportion and manner as the Directors may determine or in default of such determination equally, except that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held

office. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may determine."

10. Regulation 77 of Part I shall not apply to the Company. A Director shall not require any shareholding qualification.

11. The proviso to regulation 79 of Part I (limiting the power to borrow money) shall not apply to the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from regulation 86 of Part I.

13. The Directors may at any time at the request of a Director appoint any person approved by the Directors to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement by the Director whom he represents entitling him to part of the remuneration which would otherwise be payable to such Director, be entitled to receive any remuneration from the Company, nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and, in the absence of the Director whom he represents, to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. An alternate Director shall *ipso facto* cease to be an alternate Director if the Director whom he represents (A) gives notice to the Company terminating such appointment, or (B) ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment of an alternate Director for him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. A person may act as alternate Director to represent more than one Director and a Director may be appointed to be also an alternate Director, and an alternate Director shall be entitled at meetings of the Board to one vote for every Director whom he represents in addition to his own vote as Director if he is a Director in his own right.

14. Regulation 88 of Part I shall not (save as hereinafter repeated) apply to the Company. The office of Director shall be vacated—

- (A) if he resigns his office by notice in writing to the Company ; or
- (B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally ; or
- (C) if he becomes prohibited from being a Director by reason of any order made under section 188 of the Act ; or
- (D) if he becomes of unsound mind ; or
- (E) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that he has by reason of such absence vacated office ; or
- (F) if notice in writing signed by the holders of at least three-quarters of the issued Ordinary Shares of the Company be given to the Company requiring him to vacate office.

No Director shall vacate office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

15. In regulation 99 of Part I "three" shall be substituted for "two."

16. The words "and shall be a sufficient discharge to the Company in respect of the dividend, interest or other moneys represented thereby" shall be added to the second sentence of regulation 121 of Part I.

17. The words "in the case of a notice of a meeting" and the words "and in any other case at the time at which the letter would be delivered in the ordinary course of post" shall be omitted from regulation 131 of Part I.