

# The Companies Act, 1948

DEEP PURPLE (OVERSEAS)

Limited.

I, Francis Albert Dean

22

of 38/40, Featherstone Street, London, E.C.1.

do solemnly and sincerely declare that I am a

delete (a) or (b) (a) ~~person named in the Articles of Association~~

delete Director or Secretary (b) person named in the Articles of Association as a Director/Secretary

DEEP PURPLE (OVERSEAS)

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"

(signed)

DECLARED at 38/40, Featherstone Street, London, E.C.1.  
the 23rd day of June 1971, before me,

or a Notary Public  
or Justice of the  
Peace

A Commissioner for Oaths.

## Notice OF THE SITUATION OF THE REGISTERED OFFICE of the said Company

To The Registrar of Companies

The said Company hereby gives you notice, in accordance with Section 107 of the Companies Act 1948, that the Registered Office of the said Company is situate at

Full Postal  
Address

7-11 Woodcote Road, Wallington, Surrey

delete Director  
or Secretary

(signed)

Dated the

23rd

day of

June

1971.

Director/Secretary

PRESENTED for filing by:

Reference

BRITISH COMPANY REGISTRATION AGENTS LTD ON OF

38-40 FEATHERSTONE STREET

LONDON E.C.1

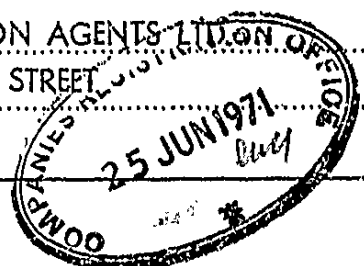
Printed & Published by LEWIS, COATES & LUCAS, LIMITED,

12 Norfolk Street, Strand, London, W.C.2

Law Stationers, Agents, Printers etc.

Temple Bar 6927/8 Telex 262687

also 2 Melville Street, Edinburgh 2 Caledonian 8321



Company Number 1016257/2

FORM No. 25



# THE COMPANIES ACTS 1948 to 1967

## Statement of the Nominal Capital

NAME OF  
COMPANY

DEEP PURPLE (OVERSEAS) Limited

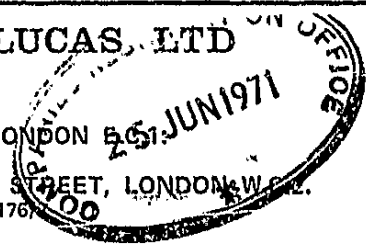
PRESENTED BY BRITISH COMPANY REGISTRATION AGENTS LTD.  
38-40 FEATHERSTONE STREET  
LONDON E.C.1.

Presenter's Reference



LEWIS, COATES & LUCAS, LTD

Law and Company Agents  
Law Stationers and Printers  
38-40 FEATHERSTONE STREET, LONDON E.C.1.  
and at  
AMBERLEY HOUSE, 12 NORFOLK STREET, LONDON W.C.2.  
Telephone: 01-253 2977/8/9 and 01-836 1176  
Telex 262687 (Lewcoates Ldn)



\_\_\_\_\_

THE NOMINAL CAPITAL of the above named Company  
is £ 100  
divided into 100 shares  
of One Pound each each

*Silence*

**\* State whether Director or Secretary**

Dated the 23rd day of June 1971

*(The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.)*

THIS MARGIN IS RESERVED FOR BINDING

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

1016257/3

DEEP PURPLE (OVERSEAS) LIMITED

1. The name of the Company is "DEEP PURPLE (OVERSEAS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) (1) To discover, encourage and promote talent in the field of entertainment, to negotiate for the services of artistes to perform the works of new and established composers and writers and to arrange recording sessions and to sell or licence the resulting tapes to recording companies for further exploitation.
  - (2) To manage and personally represent, entertainments, exhibitions, broadcasts, productions and performances, of every kind, nature and description, and to act as manager, personal representative, consultant and adviser of artists, singers, dancers, entertainers, performers, musicians, orchestra directors and attractions.
  - (3) To promote the making of and to make sound recordings of all kinds including copies and dubbings with the consent where necessary of the owner of the copyright and to manufacture or cause to be manufactured and to publish for sale or issue on subscription or otherwise all or any such sound recordings.

BRITISH COMPANY REGISTRATION AGENTS LTD.  
38-40 FLATHERSTONE STREET  
LONDON E.C.1.



- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents copyrights, designs or trade marks or any interest therein the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable

in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.

- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing the whole or part of the Shares or securities of such Company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other





sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One hundred shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

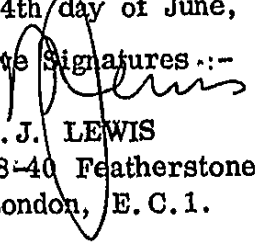


WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
 LEONARD H. LEWIS 38-40 Featherstone Street, London, E.C.1.  Company Director.	 ONE
 FRANCIS A. DEAN 38-40 Featherstone Street, London, E.C.1.  Company Director.	 ONE

DATED the 4th day of June, 1971.

WITNESS to the above Signatures :-

  
P. J. LEWIS  
38-40 Featherstone Street,  
London, E.C.1.

Company Director.

THE COMPANIES ACTS 1948 to 1967

---

COMPANY LIMITED BY SHARES

---

# Articles of Association

— OF —

DEEP PURPLE (OVERSEAS)LIMITED

## PRELIMINARY

1. Subject as hereinafter provided, the regulations in Table "A" (Part I) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.

- (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.

#### SHARES

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

#### LIEN

4. The Company shall have a lien on every Share whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

#### CALLS ON SHARES

5. In Clause 15 of Table "A" 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.

#### TRANSFER AND TRANSMISSION OF SHARES

6. In Clause 22 of Table "A" the words "except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act" shall be omitted.

7. The following provision shall have effect and shall be added after Clause 23 of Table "A", viz :-

23.(A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased

Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

8. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 7 hereof. Clause 24 of Table "A" shall not apply.

#### CONVERSION OF SHARES INTO STOCK

9. Clauses 40 to 43 inclusive of Table "A" shall not apply.

#### GENERAL MEETINGS

10. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

#### PROCEEDINGS AT GENERAL MEETINGS

11. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

12. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

13. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### DIRECTORS

14. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of the Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit. The first Directors shall be appointed by the Subscribers to the Memorandum and Articles of Association.

POWERS AND DUTIES OF DIRECTORS

15. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATIONS OF DIRECTORS

16. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

88. The office of Director shall be vacated if the Director:-

- (A) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS

17. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS

18. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY

19. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS

20. In Clause 126 of Table "A" after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967".

AUDIT

21. In Clause 130 of Table "A" the words "162 of the Act" shall be deleted and the words "161 of the Act and Sections 13 and 14 of the Companies Act 1967" shall be substituted therefor.

SECRETARY

22. The first Secretary of the Company shall be FRANCIS ALBERT DEAN.

Names, Addresses and Descriptions of Subscribers.




LEONARD H. LEWIS  
38-40, Featherstone Street,  
London, E. C.1.

Company Director.




FRANCIS A. DEAN  
38-40, Featherstone Street,  
London, E. C.1.

Company Director.

DATED the 4th day of June, 1971.   
~~Dated the 4th day of January, 1971.~~

WITNESS to the above Signatures :-

  
P. J. LEWIS  
~~12, North Street,~~  
~~Strand,~~  
~~London, W.C.1.~~

38/40 Featherstone Street,  
London, E. C.1.

Company Director.



## CERTIFICATE OF INCORPORATION

No. 1016257

I hereby certify that

**DEEP PURPLE (OVERSEAS) 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 **30th June 1971**

*F. L. Knight*  
(F. L. KNIGHT)

*Assistant Registrar of Companies*



COMPANY LIMITED BY SHARES.

## Special Resolution

OF

DEEP PURPLE (OVERSEAS) LIMITED

PASSED the 30th day of June 1971.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

### RESOLUTION

THAT Clause 3 (a) of the Memorandum of Association be amended by the addition of the following clauses:-

(4) To copyright, print, reprint, publish, manufacture, copy, distribute, exploit, vend, purchase, or otherwise acquire, sell, offer for sale, transfer, grant licence, and dispose of, translate, make versions of, dramatise, arrange, adapt, transpose, transcribe, perform, represent, record, produce, reproduce, make, or procure the making of any transcription or record, deal in or otherwise use music, musical composition, number and works and musical and literary property and materials, and the copyright therein, in any and every form and manner and by any and every method and means, now or hereafter known or in existence, and any and all rights and interests therein and thereto, of every nature and description.

(5) To furnish for hire, orchestras, vocal and instrumental music of every kind and description, singers, monologuers, lecturers, readers, performers, dancers and general artists, performers, entertainers and attractions, for theatres, hotels, cafes, cabarets, restaurants, boats, parks, dances, concerts, affairs, broadcasting, motion pictures, motion picture photoplays, television, and private and public entertainments, exhibitions, and performances of every kind, nature and description.

BRITISH COMPANY REGISTRATION AGENTS LTD.

38-40 FEATHERSTONE STREET

LONDON EC1 1AD / WALLACE

(6) To carry on, in all departments and branches, the business of producing motion pictures, motion picture photoplay, theatrical, musical operatic, broadcasting, television and other entertainment, including shows, units, skits, plays, dramas, comedies, revues, musical comedies, lectures, pantomimes, ballets, pageants, spectacular effects, tableaux, exhibitions, and amusement devices, features and ideas, of every kind, nature and description, and to organise competitions and encourage original talent in the arts and crafts.

(7) To promote the making of and to make sound recordings of all kinds, including copies and dubbings with the consent where necessary of the owner of the copyright and to manufacture or cause to be manufactured and to publish for sale or issue on subscription or otherwise all or any such sound recordings.

(8) To manage, operate and control, theatres and all other places of amusement and entertainment without limitation; to carry on a general theatrical business and every branch allied, associated or connected therewith; and to carry on any and every other business of a similar character which may seem to the Company capable of being conveniently carried on in connection therewith, or calculated, directly or indirectly, to enhance the value of the property or rights of the Company.

*F. A. Dean.*

F. A. DEAN,

Secretary.

30/6/71

Meen

Secretary

COMPANY LIMITED BY SHARES

# Memorandum of Association

OF

DEEP PURPLE (OVERSEAS) LIMITED

1. The name of the Company is "DEEP PURPLE (OVERSEAS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) (1) To discover encourage and promote talent in the field of entertainment, to negotiate for the services of artistes to perform the works of new and established composers and writers and to arrange recording sessions and to sell or licence the resulting tapes to recording companies for further exploitation.
  - (2) To manage and personally represent, entertainments, exhibitions, broadcasts, productions and performances, of every kind, nature and description, and to act as manager, personal representative, consultant and adviser of artists, singers, dancers, entertainers, performers, musicians, orchestra directors and attractions.
  - (3) To promote the making of and to making sound recordings of all kinds including copies and dubbing with the consent where necessary of the owner of the copyright and to manufacture or cause to be manufactured and to publish for sale or issue on subscription or otherwise all or any such sound recordings.

*[Handwritten signature]*

(4) To copyright, print, reprint, publish, manufacture, copy, distribute, exploit, vend, purchase, or otherwise acquire, sell, offer for sale, transfer, grant licence, and dispose of, translate make versions of, dramatise, arrange, adapt, transpose, transcribe, perform, represent, record, produce, reproduce, make, or procure the making of any transcription or record, deal in or otherwise use music, musical composition, number and works and musical and literary property and materials, and the copyright therein, in any and every form and manner and by any and every method and means, now or hereafter known or in existence, and any and all rights and interests therein and thereto, of every nature and description.

(5) To furnish for hire, orchestras, vocal and instrumental music of every kind and description, singers, monologuers, lecturers, readers, performers, dancers and general artists, performers, entertainers and attractions, for theatres, hotels, cafes, cabarets, restaurants, boats, parks, dances, concerts, affairs, broadcasting, motion pictures, motion picture photoplays television, and private and public entertainments, exhibitions, and performances of every kind, nature and description.

(6) To carry on, in all departments and branches, the business of producing motion pictures, motion picture photoplay, theatrical, musical operatic, broadcasting, television and other entertainment, including shows, units, skits, plays, dramas, comedies, revues, musical comedies, lectures, pantomines, ballets, pageants, spectacular effects, tableaux, exhibitions, and amusement devices, features and ideas, of every kind, nature and description, and to organise competitions and encourage original talent in the arts and crafts.

(7) To promote the making of and to make sound recordings of all kinds, including copies and dubbings with the consent where necessary of the owner of the copyright and to manufacture or cause to be manufactured and to publish for sale or issue on subscription or otherwise all or any such sound recordings.

(8) To manage, operate and control, theatres and all other places of amusement and entertainment without limitation; to carry on a general theatrical business and every branch allied, associated or connected therewith; and to carry on any and every other business of a similar character which may seem to the Company capable of being conveniently carried on in connection therewith, or calculated, directly or indirectly, to enhance the value of the property or rights of the Company.

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable

- in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
  - (k) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
  - (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
  - (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable transferable, or mercantile instruments.
  - (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.
  - (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

(p) To  
othe  
Com  
prom  
share  
of s

(q) To  
the  
or v  
by th  
spec

(r) Top  
and  
paym

(s) To  
havi

(t) To a  
brok  
offic

(u) To  
the  
thou  
secu

(v) To p  
over  
or p

(w) To  
in sy  
to a  
(if a

(x) To  
the

(y) The  
exce  
by  
the  
be

- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other

sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One hundred shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.



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.
LEONARD H. LEWIS 38-40 Featherstone Street, London, E.C.1.  Company Director.	ONE
FRANCIS A. DEAN 38-40 Featherstone Street, London, E.C.1.  Company Director.	ONE

DATED the 4th day of June, 1971.

WITNESS to the above Signatures :-

P. J. LEWIS  
38-40 Featherstone Street,  
London, E.C.1.

Company Director.

Number of } 1016257  
Company }

13

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Extraordinary Resolution

(Pursuant to s. 141 (1) of the Companies Act 1948)

OF

DEEP PURPLE (OVERSEAS) LIMITED

Passed 28th February, 1975

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

7-11 Woodcote Road, Wallington, Surrey

on the 28th day of February, 1975, the subjoined Extraordinary Resolution was duly passed, viz:—

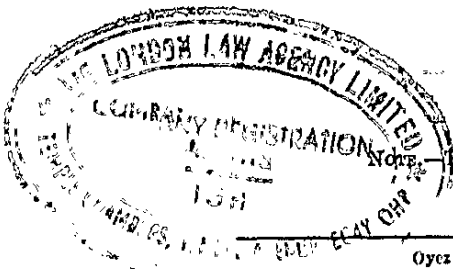
RESOLUTION

THAT the Share Capital of the Company be increased from £100 to £50,000 by the creation of 49,900 new Shares of £1 each. Such new Shares shall rank in all respects pari passu with the existing Shares of the Company.

Signature

SECRETARY

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company



Note: To be filed within 15 days after the passing of the Resolution(s).

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU,  
a subsidiary of The Solicitors' Law Stationery Society, Limited.

Companies 7\*

\*\*\* 120956.30-1-73

WHL/REID

No. of Company 1016257 / 14

Form 10.  
THE FILING FEE 18 5s.

## THE COMPANIES ACT, 1948.

### Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

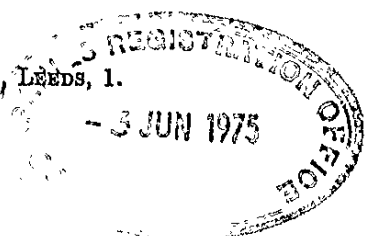
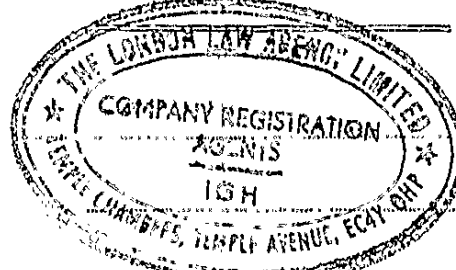
Name of Company { DEEP PURPLE (OVERSEAS)  
Limited.

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY  
WATERLOW & SONS LIMITED,  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
85 & 86, LONDON WALL, LONDON, E.C.2;  
107, PARK LANE, MARBLE ARCH, W.1;  
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

WALL 1221



DEEP PURPLE (OVERSEAS)  
Limited, hereby gives you notice pursuant to  
section 63 of The Companies Act, 1948, that by (a) Extraordinary  
Resolution of the Company dated the 28th day of  
February, 1975, the nominal Capital of the Company has been  
increased by the addition thereto of the sum of £ 49,900  
beyond the Registered Capital of £ 100

Number of Shares	Class of Shares	Nominal amount of each share
49,900	Ordinary	£1

To rank pari passu with existing Shares.

Signature [Signature] SEC.  
(State whether Director or Secretary.)

Dated the 27th day of May, 1975

(a) "Ordinary," "Extraordinary," or "Special."

• - (b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)