

Number of
Company } 1163844 |

THE COMPANIES ACTS 1948 to 1967



Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the
Name of the
Company

PUBLISHING
HARMSWORTH SERVICES LIMITED

Presented by

Presentor's Reference EJB

MESSRS. SWEPSTONE, WALSH & SON,

3, PUMP COURT,

TEMPLE, LONDON, EC4Y 7AL.



I, FREDERICK JOHN BROTHERTON

of 3 Pump Court, Temple, London, E.C.4.

~~183~~

(a) Here insert:
A Solicitor of the
Supreme Court (or
in Scotland a
Solicitor) engaged
in the formation
or
A person named
in the Articles of
Association as a
Director or
Secretary.

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

Court engaged in the formation

✓ 163 of Harnsworth Services ^{PUBLISHING}

Limited

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

Declared at 1 Pump Court

Temple in the City of London

the 20th day of December

one thousand nine hundred and

seventy-three.

J J Brotherton

Before me,

[Signature]

A Commissioner for Oaths (b)

Re-declared at
1 Pump Court Temple
in the City of London
the 6 day of March 1974

Before me,

[Signature]

H Commissioner for Oaths

J J Brotherton

(b) Or
Notary Public or
Justice of the
Peace as the case
may be.

Number of Company.....

1163844 | 2

Form PUC 1
(Capital duty payable, but
no registration fee)

**STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED
WITH LIMITED LIABILITY UNDER THE COMPANIES ACT 1948**

Pursuant to Part V of the Finance Act 1973

Name of Company..... **PUBLISHING
HARMSWORTH SERVICES LIMITED**

A Nominal capital*..... **£100 Ordinary Shares**

B Nominal value of each share..... **£1**

C Number and description of shares taken on incorporation* .. **2 Ordinary Shares**

D Total amount payable on each† (including premium if any)..... **£1**

E Amount paid or due and payable on each†..... **or NIL 1.0.F**

F Total amount paid or due and payable in respect of C..... **£ NIL 1.0.F**

G Capital duty payable on F at £1 per £100 or part of £100..... **£ NIL 1.0.F**

I hereby certify that the above particulars are correct in all respects.

Signed..... *[Signature]*

Description..... **Solicitor**

Date..... **19/12/73** December, 1973. ~~6/10/74~~

* Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

† If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

Note: This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

Presented by:

MESSRS. SWEPSTONE, WALSH & SON,
3 PUMP COURT,
TEMPLE,
LONDON, EC4Y 7AL.

Presentor's reference:

FJB

For official use only:



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

THE COMPANIES ACTS 1948 to 1967

COMPANIES
REGISTRATION

COMPANY LIMITED BY SHARES

*Harmony or
Kings Assoc.
Rec'd.*

Memorandum of Association

HARMSWORTH ^{OF} PUBLISHING ^{B.M.V. G.M.P.} LIMITED

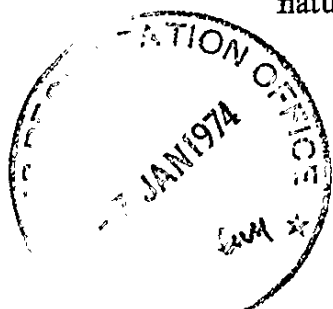
1. The name of the Company is "HARMSWORTH ^{PUBLISHING B.M.V. G.M.P.} LIMITED".

2. The registered office of the Company will be situate in England.

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

(a)(i) To manage and/or carry on business as owners of plant, machinery, equipment and accommodation of every kind used in the businesses of printers, colour printers, engravers, publishers of newspapers, newspaper supplements coloured or otherwise, magazines coloured or otherwise, periodicals of all kinds coloured or otherwise, book and print sellers, bookbinders and art publishers, and to carry on such businesses and businesses of proprietors of newspapers, newspaper supplements of all kinds, periodicals of all kinds and magazines, literary agents, stationers, manufacturers, and distributors of and dealers in engravings, prints, pictures, photographs, drawings, and any written, engraved, painted or printed productions.

(ii) To manage and, or carry on the businesses of advertising agents, advertisement contractors, and designers of advertisements, paper makers, and printing and other ink manufacturers, in all their branches and to carry on any other business or activity and do anything of any nature which may seem to the Company capable of



being conveniently carried on or done in connection with the foregoing businesses or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.

- (b) To produce, undertake, sponsor, provide finance and otherwise partake in the carrying on of dramatic, musical, variety and educational performances of all kinds, cinematograph productions, television broadcasts, radio transmissions, competitions, fairs, festivals, puppet shows, lectures, brains-trust, interviews, reviews, panel games and town forums and deal in all kinds of materials and requisites capable of being used in connection with the aforementioned purposes.
- (c) To establish or acquire, by purchase or otherwise and to carry on the trades or businesses of paper makers, foresters, timber merchants, lithographers, type-founders, electrotypers, photographic printers, photolithographers, chromo-lithographers, engravers, die sinkers, ink manufacturers, printers, publishers, book-binders, booksellers, journalists, reporters, newspaper agents, newsvendors, advertising agents, contractors, or any of them, and all branches thereof respectively, and any other trades or businesses incidental thereto or arising out of or which can be conveniently carried on in conjunction with the aforesaid undertakings or businesses, or which the Company may deem likely to benefit the Company.
- (d) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (e) To construct, equip, maintain, operate and improve any roads, ways, bridges, docks, wharves, factories, warehouses and other installations which may be considered directly or indirectly conducive to any of the Company's objects, and to contribute to, subsidise or otherwise assist or take part in the construction, equipment, maintenance, operation and improvement of any such works or installations.
- (f) To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear to be necessary or convenient for any

activity or proposed activity of the Company and to develop and turn to account and deal with the same in such manner as may be thought expedient.

- (g) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of debentures, debenture stock or other obligations or securities of any description.
- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable, transferable or mercantile instruments.
- (i) To amalgamate or enter into partnership or any profit-sharing arrangement or co-operate in any way with any corporation, firm or person carrying on or proposing to carry on any business or operation within or calculated to promote any of the objects of this Company.
- (j) To promote any company whose objects shall include the acquisition of all or any of the assets or liabilities of this Company, or the promotion of which shall be considered likely to advance directly or indirectly the objects of this Company or the interests of its Members.
- (k) To lend money to and guarantee the performance of the obligations of, and the payment of the capital and principal of, and dividends and interest on, any stocks, shares or obligations of any corporation, firm or person in any case in which such loan or guarantee may be considered likely directly or indirectly to further the objects of this Company or the interests of its Members.
- (l) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares or obligations of any other company.

- (m) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold and dispose of, the stocks, shares and obligations of any company promoted by this Company or carrying on or proposing to carry on any business within the objects of this Company.
- (n) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its Members, and to oppose any such steps taken by any other corporation, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its Members.
- (o) To procure the registration of the Company in or under the laws of any place outside England.
- (p) To make financial or other provision for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or competition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.
- (q) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company or any of its subsidiaries, or of the predecessors in business of the Company or any of its subsidiaries, or the relatives, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (r) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares in the Company or its holding company, if any) as may be thought proper, and to hold, sell or otherwise dispose of such investments.

- (s) To distribute among the Members of the Company in specie any property of the Company.
- (t) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (u) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited. /

5. The share capital of the Company is £100, divided into 100 shares of £1 each. /

WE, the several persons whose names and addresses 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
Betty May Warren, 3 Pump Court Temple - E.C. 4. Secretary	ONE
Gillian Margaret Palmer 3 Pump Court Temple, E.C. 4. Secretary.	ONE

Total shares taken 2

DATED the ^{6th} ~~24th~~ day of ^{March} ~~December~~ 1974 ^{B.M.W.} ~~G.M.P.~~

WITNESS to the above signatures:—

J. Bratherton
3 Pump Court
Temple E.C. 4.
Solicitor.

1163844

4 :

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF
PUBLISHING *B.M.A. S.M.P.*
HARMSWORTH  LIMITED

PRELIMINARY

1. The regulations in Table A in the First Schedule to the Companies Act, 1948, shall not apply to this Company.

2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act ...	The Companies Act, 1948.
The Statutes ...	The Companies Acts 1948 to 1967 and every other Act for the time being in force concerning joint Stock Companies and affecting the Company.
These presents ...	These Articles of Association and the regulations of the Company for the time being in force.
Office ...	The Registered Office of the Company.
Seal ...	The Common Seal of the Company.
The United Kingdom ...	Great Britain and Northern Ireland.
Month ...	Calendar Month.
Year ...	Calendar Year.

WORDS	MEANINGS
Paid up Includes credited as paid up.
Dividend	... Includes bonus.
In writing	... Written or produced by any substitute for writing or partly one and partly another.

And the expressions "Debenture" and "Debenture Holder" shall include "Debenture Stock" and "Debenture Stockholder" and the expression "Secretary" shall include a temporary or assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary.

Save as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

PRIVATE COMPANY

3. The Company shall be a private Company within the meaning of the Act and accordingly:—

- (A) The transfer of shares shall be 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 that employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty, but so that, for the purpose of this Article two or more joint holders of one or more shares in the Company shall be treated as a single Member.
- (C) No invitation shall be made to the public to subscribe for any shares, debentures or debenture stock of the Company.
- (D) The Company shall not have power to issue share warrants to bearer.

CAPITAL

4. The original share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

5. Any share in the Company (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by resolution determine and any Preference Share may if so determined be issued on terms that it is or at the option of the Company is to be liable to be redeemed; and subject to the provisions of the Statutes and these Articles, such redemption may be effected on such terms and in such manner as the Directors may determine.

MODIFICATION OF RIGHTS

6. Whenever the capital of the Company is divided into different classes of shares or groups, the special rights attached to any class or group may, subject to the provisions of the Statutes, either with the consent in writing of the holder or holders of three-fourths of the issued share of the class or group, or with the sanction of a resolution passed at a Separate General Meeting of such holders (but not otherwise) be modified or abrogated and may be so modified or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up. To every such Separate General Meeting all the provisions of these presents relating to General Meetings or to the proceedings thereat shall, *mutatis mutandis*, apply except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class or group (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall be a quorum), and that the holders of shares of the class or group shall, on a poll, have one vote in respect of every share of the class or group held by them respectively. Any holder of shares of the class present in person or by proxy may demand a poll. The special rights conferred upon the holders of any shares or class or group of shares issued with preferred or other special rights shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be modified by the creation or issue of further shares ranking *pari passu* therewith.

SHARES

7. Subject to the foregoing provisions, the shares of the Company (whether forming part of the original share capital or not) may be allotted or otherwise disposed of to such persons and for such consideration upon such terms and conditions as the Directors may determine, and the Directors may give to any person the call of any

shares either at par or at a premium and for such time and on such terms and conditions as the Directors may think fit.

8. Nothing contained in these Articles shall preclude the Directors from allowing the allotment of any share to be renounced by the allottee in favour of any other person or persons approved by the Directors.

9. If two or more persons are registered as joint holders of any share, their liability in respect thereof shall be several as well as joint.

10. Save as required by the Statutes and by Article 123 the Company shall not be bound by or be compelled in any way to recognise, even when having notice thereof, any trust or any right in respect of a share other than an absolute right thereto in the registered holder thereof for the time being, or such other rights in case of transmission thereof as are hereinafter mentioned.

11. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions mentioned in the proviso to Section 54 (i) of the Act.

12. The Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares or debentures of the Company provided that the commission paid or agreed to be paid does not exceed 10 per cent. of the price at which the shares are issued or an amount equivalent thereto. Such commission may be satisfied in cash or fully paid shares or debentures of the Company or partly in cash or partly in fully paid shares or debentures of the Company. In addition the Company may at any time for such consideration grant an option or options to apply for and take up at or above par any of its shares, and may on any issue of shares pay such brokerage as may be lawful.

13. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be

made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 65 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings, or the provision of the plant.

CERTIFICATE OF SHARES

14. Every person whose name is entered as a Member in the Register of Members and every Member who transfers part only of the shares comprised in any one certificate shall be entitled without payment to one certificate for all the shares of one class in respect of which he is registered or of which he remains the holder as the case may be. Every certificate shall be under the Seal, and shall be signed in manner hereinafter provided, and shall specify the number and class of shares to which it relates and the distinctive numbers (if any) of such shares and the amounts paid up thereon respectively. Provided that in respect of a share held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

LIEN

15. The Company shall have a lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single Member for all the debts and liabilities of such Member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such Member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are jointly debts or liabilities of such Member or his estate and any other person, whether a Member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon. The Directors may resolve that any share shall for some specified period be wholly or in part exempt from the provisions of this clause.

16. The Company may sell, in like manner as provided in Article 28 any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists

is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share of the person entitled by reason of his death or bankruptcy to the share.

17. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to the like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of sale. The purchaser shall be registered as the holder of the shares and he 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 or invalidity in the proceedings in reference to the sale. Every Director of the Company is hereby authorised to execute on behalf of the registered holder a transfer of such shares to the purchaser.

CALLS ON SHARES

18. The Director may from time to time make calls upon the Members in respect of any moneys (whether on account of the amount of the shares or by way of premium) unpaid on their shares, and each Member shall pay to the Company at the time or times and place so specified the amount called on his shares.

19. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and a call may be made payable by instalments.

20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

21. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 10 per cent. per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

22. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable

on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

23. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid, and in the times of payment.

24. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls and such payment in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is advanced. Upon the money so received, or so much thereof as from time to time exceed the amount of the calls then made upon the shares in respect of which it has been received, the Company may pay interest at such rate (not exceeding without the sanction of the Company in General Meeting 10 per cent. per annum) as the Member paying such sum and the Directors agree upon.

TRANSFER AND TRANSMISSION OF SHARES

25. The instrument of transfer of any share in the Company shall be in writing in the usual common form and shall be executed by the transferor and the transferee under hand, except that a corporation shall execute the same under its Common Seal. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the Register of Members in respect thereof. Shares of different classes shall not be transferred on the same instrument of transfer without the consent of the Directors.

26. The instrument of transfer shall be lodged with the Company, accompanied by the certificate of the shares comprised therein and such evidence as the Directors may require to prove the title of the transferor, and thereupon, and upon payment of the proper fee, the transferee shall (subject to the Directors right to decline to register as hereinafter mentioned) be registered as a Member in respect of such shares and the instrument of transfer shall be retained by the Company.

27. In the case of the death of a Member the survivor or survivors where the deceased was a joint holder, and the legal personal

representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

28. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided elect to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy as the case may be.

29. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and that the notice or transfer were a transfer signed by that Member.

30. Subject to any special terms as to transfer upon which any shares may be issued for the time being be held and subject also to Article 48 the Directors may without assigning any reason decline to register any transfer of shares. Notice of any refusal to register a transfer of any share shall be sent to the transferee within two months after the date on which the transfer was lodged with the Company.

31. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but he shall not be entitled to receive notices of or to attend or vote at meetings of the Company or of holders of such shares, or, save as aforesaid, to any of the rights or privileges of a Member unless and until he shall have become a Member in respect of such share.

32. The Register of Members may be closed and the registration of transfers suspended at such times and for such periods (if any)

as the Directors may from time to time determine, not exceeding in the whole thirty days in each year.

FORFEITURE AND SURRENDER OF SHARES

33. If any Member fails to pay the whole or any part of any call or money payable under the terms of allotment of a share on the day appointed for payment thereof, the Directors may at any time while the same remains unpaid serve a notice on him requiring him to pay the same, together with any interest that may have accrued thereon and any expenses that may have been incurred by the Company by reason of such non-payment.

34. The notice shall name a further day, not being less than seven days from the service of the notice, on or before which such call or other money and all interest and expenses that have accrued by reason of such non-payment are to be paid, and the place where payment is to be made (the place so named being either the registered office of the Company or some other place at which calls of the Company are usually made payable), and shall state that in the event of non-payment on or before the day and at the place appointed the share in respect of which such payment is due will be liable to be forfeited.

35. If the requirements of any such notice as aforesaid are not complied with, the share in respect of which such notice has been given may at any time thereafter, before payment of all money due thereon with interest and expenses shall have been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of any share shall include all dividends declared in respect of such share and not actually paid before the forfeiture.

36. Any share forfeited shall be deemed to be the property of the Company and may be held, re-allotted, sold or otherwise disposed of in such manner as the Directors may think fit, and, in case of re-allotment, with or without any money paid thereon by the former holder being credited as paid up; but the Directors may at any time, before any share so forfeited shall have been re-allotted, sold, or otherwise disposed of, annul the forfeiture thereof upon such conditions as they may think fit.

37. Any Member whose shares have been forfeited shall, notwithstanding such forfeiture, be liable to pay to the Company all calls or other money, interest and expenses (whether presently payable or not) owing in respect of such shares at the time of forfeiture together with interest thereon from the time of forfeiture until payment at the rate of 10 per cent. per annum, or such less rate as may be fixed by the Directors.

38. The Directors may accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof or any gratuitous surrender of a fully paid share. Any share so surrendered may be disposed of in the same manner as a forfeited share.

39. In the event of the re-allotment or sale of a forfeited or surrendered share or the sale of any share to enforce a lien of the Company a certificate in writing under the Common Seal of the Company that the share has been duly forfeited, surrendered or sold in accordance with the regulations of the Company, shall be conclusive evidence of the facts therein stated as against all persons claiming the share, and upon any sale of such share, and for the purpose of effecting the same, the Directors may authorise any person to execute a transfer thereof to the purchaser. A certificate of proprietorship shall be delivered to the purchaser or allottee and he shall be registered in respect thereof, and thereupon he shall be deemed the holder of the share discharged from all calls or other money, interests, and expenses due prior to such purchase or allotment, and he shall not be bound to see to the application of the purchase money or consideration, nor shall his title to the share be affected by any irregularity in the forfeiture, surrender, disposal or sale.

CONVERSION OF SHARES INTO STOCK

40. Any shares when fully paid may from time to time be converted into stock, and any stock may from time to time be reconverted into paid up shares of any denomination. Such conversion or reconversion shall be effected in such manner and with such sanction as is prescribed by the Statutes and save so far as the Statutes require any further or other sanction to or method of conversion or reconversion, may be effected by the Directors. It shall be no objection to a resolution converting shares into stock that it shall be expressed to have effect in the future upon any shares being issued and becoming fully paid up.

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but no stock shall be transferable except in a minimum amount or in multiples thereof which minimum amount shall be the nominal amount of each of the shares from which the stock arose or such less amount as the Directors may from time to time determine.

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding-up, voting at meetings, and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and in assets on a winding-up) shall be conferred by any such aliquot part of stock as would not, if existing in shares of the class converted, have conferred such privilege or advantage.

43. All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

CONSOLIDATION AND SUBDIVISION OF SHARES

44. The Company may from time to time by Ordinary Resolution:—

- (A) Consolidate its shares, or any of them, into shares of larger amount, with power for the Directors to deal with fractions of shares resulting from such consolidation in any manner which the resolution effecting the same may direct and subject to or in default of such direction in any manner which the Directors shall think fit; or
- (B) Subject to the provisions of Section 61 (1) (d) of the Act, subdivide its shares or any of them into shares of a smaller amount than is fixed by the Company's Memorandum of Association.

INCREASE AND REDUCTION OF CAPITAL

45. The Company may from time to time by Resolution increase the capital of the Company by the creation of new shares.

46. Such new shares shall be of such amount and shall be issued for such consideration on such terms and conditions and with such preference or priority as regards dividends or in the distribution of assets or as to voting or otherwise over other shares of any class, whether then already issued or not, or with such stipulations deferring them to any other shares with regard to dividends or in the distribution of assets or as to voting or otherwise as the Company by Resolution may direct, and subject to or in default of any such direction the provisions of these Articles shall apply to the new capital in the same manner in all respects as to the original capital of the Company. The powers conferred by this Article shall be subject to the provisions of Article 6.

47. The Company may, as far as may be authorised by law, by Special Resolution reduce its capital, any capital redemption reserve fund and any share premium account, in any way, and in particular, without prejudice to the generality of such powers, may pay off capital, cancel capital which has been lost or is unrepresented by available assets or reduce the liability on its shares. Further the Company may by Ordinary Resolution cancel any 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.

HOLDING COMPANY

48. Whenever and so long as the Company shall be a subsidiary of another company (in this Article referred to as "the Holding Company") the following provisions shall apply namely:—

- (a) If the Holding Company shall deliver to the Company a notice in writing purporting to be signed by the Secretary or Assistant Secretary or any director of the Holding Company and stating that any share of the Company is held by the registered holder thereof as the nominee of the Holding Company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustee in bankruptcy.
- (b) Subject to the provisions of the Act, a resolution in writing purporting to be signed by the Secretary or Assistant Secretary or any director of the Holding Company shall be as valid and effective as if it had been passed as an ordinary resolution at a general meeting of the Company duly convened and held.

CONVENING OF GENERAL MEETINGS

49. A General Meeting shall be held once at least in every year as the Annual General Meeting of the Company, at such time (not

being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be prescribed by the Company in General Meeting, and if no time or place is so prescribed then at such time and place as may be determined upon by the Directors; Provided that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of the incorporation or in the following year.

50. The General Meetings mentioned in the last preceding Article shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

51. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and shall on the requisition of Members in accordance with Section 132 of the Act, forthwith proceed to convene an Extraordinary General Meeting.

52. Subject to any provision of the Statutes requiring special notice of a resolution, in the case of an Annual General Meeting or a General Meeting at which a resolution is to be proposed as a Special Resolution, twenty-one, or, in the case of any other General Meeting, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the day, hour and place of the meeting, shall be given to the Members entitled to be present and to vote at the meeting and to the Auditors for the time being of the Company, in manner hereinafter mentioned or in such other manner as may from time to time be prescribed by the Company in General Meeting. Provided that a meeting shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:—

- (A) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (B) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

53. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, other than

declaring dividends, electing Auditors and voting their remuneration and considering the accounts presented by the Directors and the Reports of the Directors and the Auditors. The notice convening an Annual General Meeting shall specify the meeting as such and shall state the general nature of any special business intended to be transacted thereat. The notice convening an Extraordinary General Meeting shall state the general nature of the business intended to be transacted thereat.

54. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member of the Company.

55. The accidental omission to give notice of a meeting or send a form of proxy to, or the non-receipt of the same by any person entitled to receive the same shall not invalidate the proceedings at that meeting.

56. Except in the case of any special, extraordinary or other resolution required by the Statutes to be passed at a meeting, a resolution in writing signed by all the Members who would, had such resolution been proposed at a meeting of Members or a meeting of the holders of any class of shares in the Company duly convened, have been entitled to vote thereon shall be as valid and effectual as if it had been unanimously passed at such a meeting as aforesaid, and may consist of several documents in the like form each signed by one or more of the Members.

PROCEEDINGS AT GENERAL MEETINGS

57. The quorum at a General Meeting shall be two persons each of whom shall be either a Member or a proxy for a Member or Members.

58. If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of or by Members, shall be dissolved. In any other case it shall stand adjourned to such day and hour in the next week and to such place, as may be appointed by the Chairman.

59. At any adjourned meeting the Members present in person or by proxy and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly (or in the presence of a quorum could properly) have been disposed of at the meeting from which the adjournment took place.

60. The Chairman of the Board of Directors or in his absence the Vice-Chairman or other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company.

61. If at any General Meeting neither the Chairman, the Vice-Chairman nor the other Director nominated by the Directors under the preceding Article be present within fifteen minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose one of their number to act, and if there be no Director chosen who shall be willing to act the Members present shall choose one of their number to act as Chairman.

62. The Chairman may, with the consent of the meeting, adjourn any General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

63. Every question submitted to a General Meeting shall be decided, in the first instance, by a show of hands. In case of an equality of votes, the Chairman shall not, whether on a show of hands or at a poll, have a casting vote.

64. At any General Meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost or passed or not passed by a particular majority, and an entry to that effect in the Minute Book of the Company, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

65. A poll may be demanded upon any question by the Chairman or by:—

- (a) any two Members present in person or by proxy and entitled to vote or
- (b) any Member or Members so present in person or by proxy and entitled to represent not less than one-tenth of the total voting rights of all the Members so entitled.

66. A poll demanded upon the election of a Chairman or any question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken in such manner, at such place, and either immediately or at such other time within fourteen days thereafter as the Chairman shall before the conclusion of the meeting

direct, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting as at the date of taking the poll.

67. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded, and a demand of a poll may be withdrawn.

VOTES AT GENERAL MEETINGS

68. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who is present in person shall have one vote and on a poll, every person who is present in person or by proxy shall have one vote for every share of which he is the holder.

69. On a poll votes may be given either personally or by proxy.

70. If any Member be of unsound mind he may vote whether on a show of hands or at a poll, by his committee, *curator bonis* or other legal curator, and such last mentioned person may vote by proxy on a poll.

71. If two or more persons be jointly entitled to a share any one of such persons may vote at any meeting either personally or by proxy in respect thereof as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting either personally or by proxy that one of such persons present whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.

72. Save as in these presents expressly provided, no Member shall be entitled to be present or to vote either personally or by proxy at any General Meeting or upon any poll or to exercise any privilege as a Member, unless all calls or other money due and payable in respect of any share of which he is the holder have been paid.

73. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, or if such appointor be a corporation under its common seal or the hand or seal of its attorney in such form as hereinafter provided but the execution of such instrument need not be attested.

74. Any person may be appointed a proxy whether a Member of the Company or not.

75. The instrument appointing a proxy or attorney shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or the adjourned

meeting at which the person named in such instrument proposes to vote, and unless it is so deposited the person so named shall not be entitled to vote thereunder.

76. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the shares in respect of which it is given unless intimation in writing of the death, revocation or transfer shall have been received at the registered office of the Company at least twenty-four hours before the time fixed for the commencement of the meeting.

77. Any corporation holding shares conferring the right to vote may by resolution of its directors or other governing body authorise any of its officials or any other person to act as its representative at any meeting of the Company, or at any meeting of holders of any class of shares of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Member of the Company, including power when present in person to vote on a show of hands.

78. An instrument of proxy may be in the following form, or in any other form which the Directors shall from time to time approve, and the proxy shall be deemed to include the right to demand or join in demanding a poll, and generally to act at the meeting for the Member giving the proxy.

PUBLISHING DIV. S.M.P.

"HARMSWORTH LIMITED

"I, the undersigned, being a Member of the above-named

"Company hereby appoint

"

"of

"whom failing

"of

"as my proxy to vote and act for me, and on my behalf,

"at the Annual or Extraordinary or Adjourned as the

"case may be General Meeting of the Company to be

"held on the day of 19

"and at any adjournment thereof.

in favour of

"This form is to be used ———— the resolution
against

"to be proposed at the meeting. Unless otherwise

"instructed the proxy will vote as he thinks fit.

"Signed this

day of

19 ."

DIRECTORS

NUMBER AND APPOINTMENT OF DIRECTORS

79. Unless and until otherwise determined by an Ordinary Resolution the number of Directors shall be not less than two nor more than sixteen. The first Directors shall be appointed by the subscribers of the Memorandum of Association. The Directors may at any time appoint any person to be a Director as an addition to the existing Board or to fill in a casual vacancy but so that the total number of Directors shall not exceed sixteen. A Director shall not be required to hold any share qualification.

80. The Directors shall be entitled to such remuneration as shall from time to time be authorised by the Company in General Meeting. Any Director who serves on any Committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine, which shall be charged as part of the Company's ordinary working expenses. The Directors shall also be entitled to be refunded all travelling, hotel and other expenses incurred by them in or about the business of the Company, including their expenses of travelling to and from Board or Committee Meetings.

81. (1) The Directors other than the Chairman, Vice-Chairman and the Managing Director shall retire at each General Meeting, and they shall be eligible for re-election at that meeting.

(2) The office of a Director shall be vacated in any of the following events namely :—

- (a) If he resign his office by writing under his hand left at the Office.
- (b) If he becomes a bankrupt or compounds with his creditors.
- (c) If he be found lunatic or become of unsound mind.
- (d) If he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.
- (e) If he shall be prohibited from being a Director by or by any order made under any provision of the Act.
- (f) If he is requested by all his co-Directors to resign.

82. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director and on such terms as to remuneration and otherwise as the Directors shall approve, and may act and receive remuneration in a professional capacity for the Company.

83. No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, provided that the nature of the interest of the Director in such contract or proposed contract or arrangement be declared at the meeting of the Directors at which the question is first taken into consideration if his interest then exists, or in any other case at the next meeting of the Directors held after he became interested. A Director may vote in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall be counted. A general notice that a Director is to be regarded as interested in any contracts or arrangements which may be made with any specified persons, firm or corporation after the date of such notice shall be a sufficient disclosure under this Article, provided that such general notice shall be given at a meeting of the Directors or the Director shall take reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

84. A Director of this Company may be or become a director or other officer of any other company, including a company which may be promoted by this Company, or in which this Company may be or become interested as a vendor, shareholder or otherwise. No such Director shall in the absence of agreement to the contrary be accountable for any benefit received as a director, officer or member of such other company unless the Company by Ordinary Resolution otherwise directs.

85. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting subject nevertheless

to any regulations of these presents to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Extraordinary Resolution of the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. Without restriction to the generality of the foregoing powers the Directors may do the following things:—

- (a) Establish local boards, local managing or consulting committees, or local agencies in the United Kingdom or abroad and appoint any one or more of their number or any other person or persons to be members thereof with such powers and authorities, under such regulations, for such period and at such remuneration as they may deem fit, and may from time to time revoke any such appointment.
- (b) Appoint any person or persons, whether a Director or Directors of the Company or not, to hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purposes, and to execute and do all such instruments and things as may be requisite in relation to any such trusts.
- (c) Appoint, in order to execute any instrument or transact any business abroad, any person or persons the attorney or attorneys of the Directors or the Company, with such powers as the Directors deem fit, including power to appear before all proper authorities and make all necessary declarations so as to enable the Company's operations to be validly carried on abroad.
- (d) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Company and of any third party Provided that the Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company so as to secure that the aggregate amount for the time being remaining undischarged of all moneys borrowed by the Company shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed £2,000,000.

- (e) No person dealing with the Company shall by reason of the foregoing provisions be concerned to see or inquire whether this limit is observed, and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or security given express notice that the limit hereby imposed had been or would thereby be exceeded.
- (f) Make, draw, accept, endorse and negotiate respectively promissory notes, bills, cheques or other negotiable instruments provided that every promissory note, bill, cheque, or other negotiable instrument, drawn, made or accepted shall be signed by such person or persons as the Directors may appoint for the purpose.
- (g) Invest or lend the funds of the Company not required for immediate use in or upon such investments as they deem fit (other than shares of the Company) and from time to time vary or transpose any investment.
- (h) Grant to any Director required to go abroad or to perform or render any extra or special duties or services such special remuneration for the duties or services so performed or rendered as they think proper.
- (i) Sell, let, exchange, or otherwise dispose of, absolutely or conditionally, all or any part of the property, privileges and undertakings of the Company or any share or interest therein upon such terms and conditions and for such consideration as they may think fit.
- (j) Affix the common seal to any documents provided that such documents be also signed by at least one Director and countersigned by the Secretary or other person appointed for that purpose by the Directors.
- (k) Exercise the powers conferred by Sections 35 and 119 to 122 of the Act which powers are hereby given to the Company.
- (l) Without prejudice to the scope of the general powers conferred on the Directors, they may in the event of all or any part of the Company being invested in or consisting of shares, stock or other interests and any corporation whether foreign or otherwise exercise all or any of the rights, powers and discretions which may for the time being be vested in the Company or in any

person on trust for it as a shareholder or stockholder of or as being otherwise interested in such corporation (including the exercise of any voting power attached thereto on a resolution fixing the remuneration of any directors of such corporation, who may also be Directors of this Company), in such manner in all respects as the Directors may think fit.

86. (1) The Directors shall, in addition to any other registers required to be kept by the Statutes, cause to be kept by the Company the following registers in accordance with the provisions of the Statutes:—

- (a) A register containing such information as is required by the Statutes as to the interests of each Director and of his or her wife or husband, infant sons and infant daughters in shares in or debentures of the Company or any other body corporate being the Company's subsidiary or holding company or a subsidiary of the Company's holding company and as to events relating to such shares or debentures.
- (b) A register containing such information as is required by the Statutes as to the acquisition, changes in amounts of and disposal of shares in the Company carrying the right to vote in all circumstances at General Meetings of the Company.

(2) Both such registers shall be kept at the Office or at the place where the Register is kept.

AUDIT

87. Auditors of the Company shall be appointed and their duties regulated in accordance with the Statutes. Once in every year the accounts of the Company shall be examined and the correctness of the balance sheet and profit and loss account ascertained by the Auditors.

88. No Director or other officer of the Company nor any person who is a partner of or in the employment of an officer of the Company shall be capable of being appointed Auditor of the Company.

MANAGING DIRECTOR

89. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit. Such appointment shall be subject to

determination *ipso facto* if the Director appointed shall cease from any cause to be a Director, or (subject to the terms of any contract between him and the Company) if the Directors resolve that his term of office as Managing Director be determined.

90. A Managing Director shall receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the Directors may determine, and it may be made a term of his appointment that he be paid a pension or gratuity on retirement from his office.

91. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

PROCEEDINGS OF DIRECTORS

92. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

93. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed, at any other number shall be two. A meeting of the Directors for the time being at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

94. The continuing Directors may act notwithstanding any vacancies in the Board, but if and as long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents the continuing Directors or Director may act for the purpose of summoning General Meetings of the Company, but not for any other purpose.

95. The Directors may elect a Chairman and Vice-Chairman of their meetings and determine the period for which they are to hold office, but if no such Chairman or Vice-Chairman be elected, or if

at any meeting neither shall be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

96. A resolution in writing, signed by all the Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors.

97. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

98. The Directors may delegate any of their powers to committees consisting of such number of members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

99. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, as far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

100. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified, had vacated office or were not entitled to vote, be as valid as if every person had been duly appointed, was qualified and had continued to be a Director and had been entitled to vote.

ALTERNATE DIRECTORS

101. Any Director may at any time appoint any person approved by the Board (such approval not to be unreasonably withheld) to be an alternate Director of the Company, and may at any time remove any alternate Director appointed by him from office. An alternate Director shall not be entitled to receive any remuneration from the Company, nor be required to hold any qualification.

102. 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 Board, and to attend and vote as a Director at any such meeting, at which his appointor is not personally present, and generally to perform all the functions of his appointor as a Director in his absence, but Articles 85 and 86 shall apply as if he and not his appointor were a Director.

103. An alternate Director shall *ipso facto* cease to be an alternate Director if he becomes disqualified from being a Director by paragraph (b), (c) or (e) of Article 81 or if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

104. All appointments and removals of alternate Directors shall be effected by writing signed by the appointor and left at the Office.

ACCOUNTS

105. The Directors shall cause to be kept such books of account as may be necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions and to comply with the Statutes.

106. The books of account shall be kept at the Office or, subject to Section 147(3) of the Act, at such other place as the Directors think fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or authorised by the Directors or by an Extraordinary Resolution of the Company.

107. Subject to any requirements of the Statutes in that respect, the Directors shall not be bound, unless expressly instructed so to do by an Extraordinary Resolution of the Company, to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any shareholder.

108. The Directors shall from time to time in accordance with Sections 148 to 152 inclusive and Sections 155 to 157 inclusive of the Act cause to be prepared and laid before the Company in General Meeting such accounts, balance sheets, group accounts (if any) and reports as may be requisite to comply in all respects with the provisions of those sections and of any directions of the Board of Trade made thereunder and with any other provisions of the Statutes relating thereto and for the time being in force.

109. Subject to the provisions of Section 158 of the Act, a copy of every balance sheet, including every document required by law to be annexed thereto, which is to be laid before the Company in General Meeting, together with a copy of the Auditors' Report, shall, at least twenty-one days before the meeting be sent to every Member and debenture holder of the Company and to all persons other than the above-mentioned persons entitled to receive notices of General Meetings of the Company: Provided that this Article shall not require a copy of the said documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

110. The Auditors' Report shall be read before the Company in General Meeting and shall be open to inspection by any Member.

DIVIDENDS AND RESERVES

111. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

112. No dividend shall be payable except out of the profits of the Company, or exceed the amount recommended by the Directors.

113. The Directors may pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company.

114. All dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid on the shares during any part or parts of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, it shall rank for dividend accordingly.

115. Any General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment or satisfaction of such dividend wholly or partly by the distribution of specific assets and in particular of paid-up shares or debentures of any other company, and the Directors shall give effect to such direction, and where any difficulty arises in regard to such distribution the Directors may

settle it as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of those entitled to participate in the dividend as may seem expedient to the Directors.

116. The Directors may, before recommending any dividend, set aside out of the profits of the Company and carry to reserve or reserves such amounts as they think proper, and the sums represented thereby shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied, and pending such application may, at the like discretion, be either employed in the business of the Company, or invested in such investments (other than shares of the Company or its holding company, if any) as the Directors may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to divide.

117. The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

118. No dividend shall bear interest against the Company.

119. Any dividend may be paid by cheque sent through the post to the registered address of the Member or person entitled thereto, and in case of joint holders to any one of such joint holders. Every such cheque shall be made payable to the order of the person to whom it is sent, and payment of the cheque shall be a good discharge to the Company for the dividend.

120. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys or property due in respect of the share.

CAPITALISATION

121. The Company by Ordinary Resolution may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividend on any Preference Shares (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the Members who would have been entitled to receive the same had such

sums been distributed in cash in accordance with their rights, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed credited as fully paid up, to and amongst such Members in the proportion aforesaid, or partly in one way and partly in the other. Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this clause, only be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

122. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for the allotment to them respectively credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or (as the case may be) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

NOTICES

123. Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the joint holders.

124. Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give to the Company an address within the United Kingdom at which

notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a registered Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

125. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

126. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder unless his name shall at the time of the service of the notice or document have been removed from the register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

THE SECRETARY

127. The Directors shall appoint a Secretary and shall fix his remuneration and conditions of his employment as they shall think fit. Further they may from time to time appoint a temporary assistant for the Secretary and such Assistant shall be deemed to be the Secretary during the period for which he is appointed. Any Secretary or temporary Assistant Secretary (subject to the terms of any contract between him and the Company) may be removed by the Directors from that office.

128. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

129. The Directors shall provide for the safe custody of the Seal which shall not be affixed to any instrument except by the authority of a resolution of Directors and shall be so affixed in the presence of at least one Director and the Secretary or some other person appointed by the Directors for that purpose.

AUTHENTICATION OF DOCUMENTS

130. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

WINDING UP

131. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the Court) the liquidator may with the authority of an Extraordinary Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

132. The power of sale of a liquidator shall include a power to sell wholly or partially for the debentures, debenture stock or other obligations of another company, either then already constituted or about to be constituted for the purpose of carrying out the sale.

INDEMNITY

133. Every Director, Manager, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, which shall arise in connection with the Company's business and in which

judgment shall be given in his favour or he shall be acquitted, and any liability in connection with any application in relation to any of the affairs of the Company under Section 448 of the Act in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Betty May Warren.

3 Pump Court

Temple E.C.4.

Secretary.

Gillian Margaret Palmer

3 Pump Court,

Temple, E.C.4.

Secretary.

DATED the ^{6th} ~~5th~~ day of ^{March} ~~December~~ 1974 ^{S.M.V. S.M.P.}

WITNESS to the above signatures:—

J. Brotherton
 3 Pump Court
 Temple E.C.4.
 Solicitor



CERTIFICATE OF INCORPORATION

No. 1163844

I hereby certify that

HARMSWORTH PUBLISHING 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 **21st March 1974**

A handwritten signature in cursive script, reading 'N Taylor'.

N. TAYLOR

Assistant Registrar of Companies

Number of } 1163844 | 32
Company }

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

HARMSWORTH PUBLISHING LIMITED

Passed 22nd November , 1982 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Carmelite House, London, EC4Y 0JA.

on the 22nd day of November , 19 82, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

It was resolved as a special resolution that, in pursuance of the Companies Act 1981 section 12(1), the company accepts the resignation of Deloitte Haskins & Sells and that auditors will not be appointed whilst the company does not trade.

Signature

S.A. Martin
Director & 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).



Company Number
1163844

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

OF

HARMSWORTH PUBLISHING LIMITED

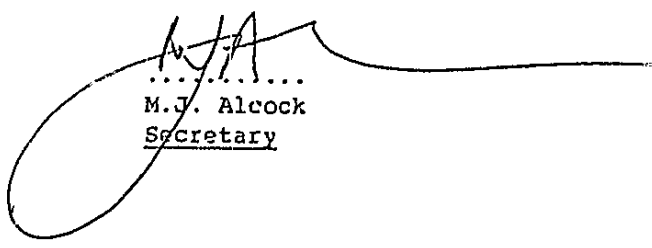
Passed 20th March 1992

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Northcliffe House, 2 Derry Street, Kensington, W8 5TT

On the 20th day of March 1992, the subjoined ELECTIVE RESOLUTIONS were duly passed, viz:-

RESOLUTION

- 1) It was resolved that the company will dispense with the holding of annual general meetings; and
- 2) It was resolved that the company will not lay its accounts and report before the company in general meeting.


.....
M.J. Alcock
Secretary

Company No: 1163844

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

HARMSWORTH PUBLISHING LIMITED

Dated 30 September 1993

WE, the undermentioned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** that the following resolutions be adopted as Resolutions of the Company:

1. "That the authorised share capital of the Company be increased to 20,000,000 by the creation of a further 19,999,900 Ordinary Shares of £1 each."
2. "That the Directors be and are hereby generally and unconditionally authorised in accordance in with Section 80 of the Companies Act 1985 to exercise for a period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of 15,000,000 and to make offers or agreements of the kind referred to in sub-section (7) of the said Section 80 and for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning herein".

Chandra

[Signature]

Signed on behalf of Associated Newspapers Holdings Limited



HARMSWORTH PUBLISHING LIMITED

1163844

SPECIAL RESOLUTION IN WRITING of the Shareholders of Harmsworth Publishing Limited ("the Company") passed on 5th November 1993:

SPECIAL RESOLUTION

That the memorandum and regulations in the forms attached to this Resolution, which are intialled for the purpose of identification, be and are hereby adopted in place of and in substitution for the existing Memorandum and Articles of Association of the Company.



For and on behalf of
Associated Newspapers
Holdings Limited



Roger Neill Gilbert



RML: (C-9693C)

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
HARMSWORTH PUBLISHING LIMITED



(Adopted by special resolution passed on 5th November 1993)

-
1. The Company's name is "HARMSWORTH PUBLISHING LIMITED".
 2. The Company's registered office is to be situated in England.
 3. The Company's objects are:
 - (1) To carry on the business of proprietors and publishers of magazines, newspapers, journals, books and other literary and artistic undertakings and of works of any kind or description whether English or foreign and whether in England or any other country in the world, and of booksellers and stationers, and to carry on the business of distributors of newspapers, books, magazines and of all publications generally, of printers, lithographers, type-founders, stereotypers, electrotypers, photographic printers, photo-lithographers, chromo-lithographers, engravers, die-sinkers, bookbinders, designers, draughtsmen, paper and ink manufacturers, advertising agents, engineers and dealers in or manufacturers of any other articles or things of a character similar or analagous to the foregoing or any of them or connected therewith.
 - (2) To import, export, buy, sell, exchange, barter, distribute, trade, contract or otherwise deal in and turn to account goods, materials, commodities, produce and merchandise of every class and description in a prepared, manufactured, semi-manufactured or raw state and to manufacture, construct, assemble, design, refine, develop, alter, convert, refit, repair, treat, render marketable, process or otherwise produce materials, fuels, chemicals, substances and industrial, commercial and consumer products of all kinds.

- 12
- (3) To carry on the business of dealing in real and personal property and to purchase, take on lease or in exchange, or otherwise acquire, hold, sell, take and grant options on, improve, develop, construct, exploit, maintain, broke and underwrite transactions in relation to any land, buildings or personal property wherever situate, and rights and interests therein for any period and at such rent and on such conditions as the Company shall think fit.
 - (4) To act and carry on the business of a holding company and all matters incidental thereto including but without limitation, to co-ordinate the policy and administration of and manage any corporate body or business or group of corporate bodies or businesses in which the company is a member or participant or which is controlled by or associated with the Company in any manner, to assist financially, subsidise or enter into subvention and other agreements with any such body or business, and to provide for any such body or business administrative, executive, managerial, secretarial and accountancy services, staff, premises, social or welfare services and facilities of any kind, to act as secretaries, directors, registrars, managers and agents thereof and to do anything which will or may promote the efficiency and profitability of any such corporate body or business or group of corporate bodies or businesses.
 - (5) To manage, farm or let (whether furnished or unfurnished) any land or buildings or any part thereof or any rights or interests therein for any period and at such rent and on such conditions as the directors see fit; to lay out roads and gardens and recreation grounds; to pull down, alter and improve land or buildings; to plant, drain or otherwise improve land or any part thereof; and to build, install or improve electric, gas, water and other fittings.
 - (6) To carry on business as property developers, builders and decorators, joiners, plumbers, carpenters, engineers, electricians, sanitary engineers and merchants of any kind.
 - (7) To carry on business as consultants, advisers and/or managers in relation to any land or buildings whether freehold or leasehold or any other property, whether real or personal, wherever situate, or any rights or interest therein.
 - (8) To acquire, upon such terms and in such manner as the directors see fit, the shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities or any interest therein of any person, company, fund or trust.
 - (9) To acquire, upon such terms and in such manner as the directors see fit, the whole or any part of the undertaking, property and assets, or any interest therein, and to undertake the whole or any of the liabilities or obligations of, and to acquire and carry on the business of, any person or company.

- 11
- (10) To sell, exchange, mortgage, charge, lease or grant licences, easements, options and other rights over, or in any other manner deal with, or dispose of, the whole or any part of the undertaking, property and assets (present and future) of the Company (including, without limitation to the generality of the foregoing, all or any shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities of the Company) for any consideration and in particular, but without prejudice to the generality of the foregoing, for shares, stock, debentures, debenture stock or other securities of any company.
 - (11) To provide services of all descriptions and to undertake and execute agency or commission work of all kinds and to act generally as agents, factors, brokers, managers, consultants and advisers for the sale and purchase of every description of property, goods and merchandise and the provision of every type of service.
 - (12) To manufacture, process, import, export, deal in and store any goods and other things, and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
 - (13) To apply for, register, purchase, or by any other means obtain or seek to obtain, upon such terms and in such manner as the directors see fit, any patent rights, licences, secret processes, trade marks, designs, brevets d'invention, or other industrial or business rights, protections or concessions, to use, alter, grant licences, options, interests or privileges in respect of, manufacture under, expend money in experimenting upon and improving and otherwise deal in the same, and to carry on the business of an inventor, designer or research organisation.
 - (14) To advertise, market and sell the products and services of the Company and to carry on the business of advertisers and advertising agents and of a marketing or selling organisation and of a supplier, wholesaler, retailer, merchant or dealer of any kind.
 - (15) To borrow and raise money and to secure or discharge any debt, liability or obligation, whether of the Company or any other person, upon such terms and in such manner as the Company sees fit, and in particular, but without prejudice to the generality of the foregoing, by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property and assets (whether present or future), and uncalled capital of the Company or by the creation and issue of any securities of the Company.
 - (16) To lend or advance money and to give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing, any holding company, subsidiary or fellow

5/11/60
110

subsidiary of, or any other company associated in any way with the Company) in such circumstances and upon such terms and conditions as the Company may think fit and to carry on business as a banking, finance or insurance company.

- (17) To enter into guarantees, contracts of indemnity and suretyships of all kinds, whether or not the company shall receive any consideration in respect of, or derive any commercial benefit from the same, on such terms and in such manner as the directors see fit, and in particular but without prejudice to the generality of the foregoing, to guarantee, underwrite, support or secure, as aforesaid, and whether by personal obligation or by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property or assets (whether present or future) and uncalled capital of the Company or by the creation and issue of any securities of the Company, the performance of any obligations or commitments or satisfaction of any liabilities of any person or company including, but without prejudice to the generality of the foregoing, any company which is for the time being a subsidiary or holding company or a subsidiary undertaking or parent undertaking of the Company or another subsidiary of a holding company of the Company or another subsidiary undertaking of a parent undertaking of the Company or is otherwise associated with the Company.
- (18) To draw, make, accept, issue, execute, endorse, discount and deal in bills of exchange, promissory notes, bills of lading, debentures, warrants and other instruments and securities, whether negotiable or otherwise.
- (19) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.
- (20) To remunerate any person, firm or company rendering services to the Company either by cash payment or so far as permitted by law by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (21) To act in a fiduciary capacity of any sort including (but without prejudice to the generality of the foregoing) to undertake the duties of a trustee of trust deeds or other instruments constituting debentures, debenture stock, bonds and other securities, or of wills and settlements, and of an executor or administrator of estates, or to act as and undertake the duties of a nominee, a custodian trustee, a trustee of a unit trust, a trustee for charitable or other

112
11

institutions, a trustee for pension, benevolent or other funds, and as a manager or director of business or companies whether limited or unlimited, and generally to undertake all and any duties normally undertaken by a trust corporation and either with or without remuneration.

- (22) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time directors or officers of or in the service or employment of the Company or of any company which is a subsidiary or holding company of the Company or a subsidiary of another subsidiary of a holding company of the Company or otherwise associated with the Company and to the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of such persons and generally to make such provision for the well-being of any of the aforementioned persons as the directors see fit and, without prejudice to the generality of the foregoing, to establish, subsidise or subscribe money to any associations, societies, trusts, clubs and institutions as the directors see fit.
- (23) To establish and maintain or procure the establishment and maintenance of all forms of employee share option and share incentive schemes and such other option, incentive or bonus schemes (whether or not involving shares or securities in or of the Company) on such terms as the directors see fit.
- (24) To make payment for any charitable, benevolent, public, national, educational, general or useful purpose.
- (25) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or parent undertaking or in which the Company or such holding company or parent undertaking or any of the predecessors of the Company or of such holding company or parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for

the purposes of this clause "holding company" "parent undertaking" and "subsidiary undertaking" shall have the same meanings as in the Companies Acts 1985 to 1989.

- (26) To provide technical, cultural, artistic, educational, entertainment or business facilities or services and to carry on any business involving any such provision.
- (27) Upon such terms and in such manner as the directors see fit, to enter into any arrangements with any government, authority, person or company to obtain from the same any decrees, orders, instruments, legislation, rights, charters, privileges, franchises and concessions and to carry out, give effect to, exercise and comply with the same.
- (28) To amalgamate or enter into any partnership, joint venture, profit sharing arrangement or co-operative or other arrangement for the pursuit of mutual interests with any person or company.
- (29) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property or interest therein, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (30) To accept any shares, stock, debentures, debenture stock or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (31) To invest the moneys of the Company in any investments, and to hold, sell or otherwise deal with such investments, and to carry on the business of an investment company.
- (32) To pay all costs, charges and expenses preliminary or incidental to the formation, promotion, establishment and incorporation of the Company and the issue of its capital, including brokerage and commissions for obtaining applications for, or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (33) To procure the registration, incorporation or recognition of the Company in or under the laws of any place or country in the world.
- (34) Subject to and in accordance with due compliance with the provisions of Section 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in Section 151 of the Companies Act 1985.

- 11
- (35) To distribute any of the property or assets of the Company amongst its creditors and members in specie or kind.
 - (36) To cease carrying on any business or activity of the Company or any part of any such business or activity, and to procure the winding up or dissolution of the Company.
 - (37) To do all or any of the things or matters mentioned above in any part of the world, on any terms and in any manner as the directors see fit, and whether as principal, agent, contractor, trustee or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise.
 - (38) To do all such other things as in the opinion of the directors may be carried on in connection with or ancillary to any or all of the above objects or which is capable of being carried on for the benefit of the Company.

It is hereby declared that:

- (a) The word "company" in this Clause, except where used in reference to this Company, shall include any partnership or other body, or association of persons, whether incorporated or not and whether domiciled or resident in the United Kingdom or elsewhere; and
- (b) Each and every object specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object specified in any such paragraph or from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each object and each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.
- 5. The Company's share capital at the date of adoption of this Memorandum of Association is £100 divided into 100 ordinary shares of £1 each.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
HARMSWORTH PUBLISHING LIMITED

(Adopted by special resolution passed on 5th November 1993)

PRELIMINARY

1. In these Articles "the Act" means the Companies Acts 1985 to 1989 (as amended or re-enacted at the date hereof) and "Table A" means Table A as prescribed in the Companies (Tables A to F) Regulations 1985 (as amended at the date hereof).
2. The regulations contained in Table A, save as excluded or varied by or inconsistent with these Articles shall apply to the Company and together with these Articles shall constitute the regulations of the Company.

SHARE CAPITAL

3. The Company is a private company (within the meaning of the Act).
4. The authorised share capital of the Company at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.
5. The Directors are generally and unconditionally authorised during the period of five years from the date of adoption of these Articles to offer, allot, grant options over or otherwise dispose of relevant securities (as defined in Section 80(2) of the Act) of the Company up to the maximum nominal amount of the authorised but unissued share capital of the Company at the date of these Articles to such persons at such times and on such terms and conditions as they think fit and to make any offer or agreement of the kind referred to in Section 80(7) of the Act provided that no shares shall be issued at a discount. Section 89(1) of the Act shall not apply to the Company.

6. Subject to and in accordance with the provisions of the Act and otherwise on such terms as the Company may by special resolution determine:
- (a) any share in the capital of the Company may be issued on terms that it is to be, or at the option of the Company or the holder thereof is liable to be, redeemed;
 - (b) the Company may purchase any of its own shares (including any redeemable shares); and
 - (c) the Company may make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares;

and the Directors shall be empowered respectively to redeem or purchase any such shares on such terms as the Company may by special resolution determine.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply to the Company.

GENERAL MEETINGS

8. The following words shall be substituted for the first sentence of Regulation 37 of Table A:

"Subject as provided in the Act the Directors may whenever they think fit convene a general meeting and general meetings may also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by the Act".

9. At the end of the first sentence of Regulation 40 of Table A the following words shall be added: "at the time when the meeting proceeds to business". Regulation 41 of Table A shall be amended by deleting the words "or if during a meeting such a quorum ceases to be present" and by adding at the end the words: "and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the member or members present shall be a quorum".

10/1/77
UK

DIRECTORS

10. Unless and until the Company in general meeting shall otherwise determine, the number of Directors (other than alternate Directors) shall be not less than one and, unless determined otherwise by ordinary resolution, shall not be subject to any maximum. Regulation 64 of Table A shall not apply to the Company.
11. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such remuneration (in addition to that otherwise provided for) by way of salary, commission, percentage of profits or otherwise as the Directors may determine.
12. The Directors are authorised to sanction the exercise of the power conferred on the Company by Section 719(1) of the Act and to exercise that power.
13. The words "approved by resolution of the directors and" shall be deleted from Regulation 65 of Table A.
14. In Regulation 70 of Table A the words "ordinary resolution" shall be substituted for the words "special resolution".
15. The words "or such person or persons as the Directors may think fit" shall be added at the end of the first sentence of Regulation 72 of Table A.
- 16.1 At any time and from time to time the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may by memorandum in writing signed by or on behalf of it or them and left at or sent to the registered office of the Company appoint any person to be a Director or remove a Director from office.
- 16.2 The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to the other provisions of these Articles) hold office until he is removed pursuant to this Article.
- 16.3 Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
- 17.1 No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any person may be appointed as a Director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the appointment or approval of the appointment of a Director at any age and it shall not be necessary to give the members of the Company notice of the age of any Director or person proposed to be so re-appointed or appointed. Sub-sections (1) to (6) inclusive of Section 293 of the Act shall not apply to the Company.

17.2 Regulation 81 of Table A shall be amended as follows:

- (a) the words "(other than Section 293 of the Act)" shall be added after the word "Act" in paragraph (a);
- (b) the words "he is, or may be, in the opinion of the other Directors, of unsound mind or suffering from mental disorder" shall be substituted for paragraph (c); and
- (c) the whole of paragraph (e) shall be deleted.

EXECUTIVE DIRECTORS

18. The Directors may from time to time appoint one or more of their body to executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he ceases for any reason whatsoever to be a Director. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration, (by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 84 of Table A shall not apply to the Company.

GRATUITIES AND PENSIONS

19. The Directors may provide benefits whether by payment of gratuities or pensions or by insurance or otherwise, to or to any person in respect of any Director or employee or former Director or employee who may hold or may have held any executive or other office or employment under the Company or any body corporate which is or has been a subsidiary or holding company of the Company or any other subsidiary of a holding company of the Company or a predecessor in business of the Company or of any such other company and for the purpose of providing any such benefits may contribute to any scheme or fund and may make payments towards insurances or trusts for the purchase or provision of any such benefit in respect of such persons. Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 20.1 Any Director for the time being absent from the United Kingdom may supply to the Company an address and/or facsimile transmission number whether or not within the United Kingdom to which notices of meetings of the Directors may be sent and shall then be entitled to receive at such address or number notice of such meetings. In the case of an equality of votes, the chairman shall not have a second or casting vote. Regulation 88 of Table A shall be modified accordingly.

20.2 A meeting of the Directors may be validly held notwithstanding that all of the Directors are not present at the same place and at the same time provided that:

- (a) a quorum of the Directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication; and
- (b) a quorum of the Directors entitled to attend a meeting of the Directors agree to the holding of the meeting in the manner described herein.

DIRECTORS' INTERESTS

21. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereupon and if he shall so vote his vote shall be counted and he shall be reckoned in ascertaining whether there is present a quorum at any meeting at which any such contract or arrangement is considered. A Director may act by himself or his firm in any professional capacity for the Company and he or his firm may be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

DIVIDENDS

22. If the share capital of the Company is divided into different classes the Directors may pay interim dividends on shares carrying deferred or non-preferred rights notwithstanding that at the time of payment any preferential dividend is in arrear and Regulation 103 of Table A shall be modified accordingly.

SEAL

23.1 The Company may have for use in any territory, district or place elsewhere than in the United Kingdom an official seal which shall in all respects comply with the requirements of Section 39(1) of the Act. References in these Articles and Table A to the seal of the Company shall include references to such official seal and any official seal adopted by the Company under Section 40 of the Act.

23.2 At the end of Regulation 101 of Table A shall be added the words:

- "(a) Any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal.
- (b) No instrument shall be signed pursuant to Regulation 101(a) which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors in that behalf."

u

NOTICES

- 24.1 Notice of every General Meeting of the Company shall be given by letter, telex or facsimile transmission and shall be given to every member of the Company. Regulation 112 of Table A shall be modified accordingly.
- 24.2 There shall be substituted for the last sentence of Regulation 115 of Table A, the words "A notice shall be deemed to be given, if posted by pre-paid first-class mail, at the expiration of 48 hours from the time the envelope containing the same is posted and if sent by facsimile transmission, when despatched."

INDEMNITY INSURANCE

25. Without prejudice to the provisions of Regulation 118 of Table A the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees or auditors of the Company, or of any other company which is its holding company or parent undertaking or in which the Company or such holding company or parent undertaking or any of the predecessors of the Company or of such holding company or parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund. For the purposes of this Regulation "holding company" "parent undertaking" and "subsidiary undertaking" shall have the same meanings as in the Companies Acts 1985 to 1989.



COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] [] [] []

1163844

Name of company

* Insert full name
of company

* HARMSWORTH PUBLISHING LIMITED

§ The copy must be
printed or in some
other form approved
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 30 SEPTEMBER 1993 the nominal capital of the company has been
increased by £ 19,999,900 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached.‡

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf

☐

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

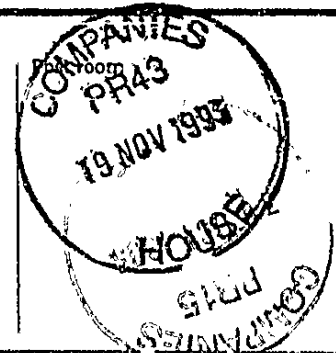
Signed A. J. Bond

Designation‡ Director

Date 29/10/93

Presentor's name address and
reference (if any):

For official Use
General Section



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

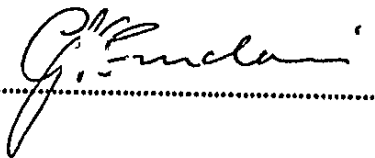
- of -

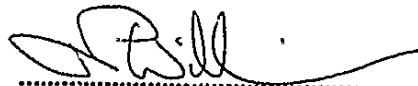
HARMSWORTH PUBLISHING LIMITED

Dated 30 September..... 1993

WE, the undermentioned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolutions be adopted as Resolutions of the Company:

1. "That the authorised share capital of the Company be increased to 20,000,000 by the creation of a further 19,999,900 Ordinary Shares of £1 each."
2. "That the Directors be and are hereby generally and unconditionally authorised in accordance in with Section 80 of the Companies Act 1985 to exercise for a period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of 15,000,000 and to make offers or agreements of the kind referred to sub-section (7) of the said Section 80 and for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning herein".


.....


.....

Signed on behalf of Associated Newspapers Holdings Limited



16-10-93
B191