

Number of } 1204655
Company }

The Companies Act 1985

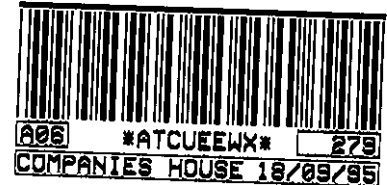
COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

REED PENSION TRUSTS (NO.2) LIMITED



Passed 7 September, 1995

ANNUAL

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

6 Chesterfield Gardens, London W1A 1EJ

on the 7th day of September, 1995, the subjoined SPECIAL RESOLUTIONS were duly passed, viz.:—

RESOLUTION

1.

That the Company, having satisfied the provisions of Section 250, Companies Act 1985 relating to dormant companies, be exempt from the obligation to appoint Auditors as otherwise required by Section 384 of that Act.

2.

That the Articles of Association of the Company be amended by inserting the following new Article 20(a):

Rotation of Directors

The Directors shall not be subject to retirement by rotation and accordingly Regulations 89-94 (inclusive) of Table A, Part I, and the second sentences of Regulations 95 and 97 respectively of Table A, Part I, shall not apply to the Company.

Signature

Secretary

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



NOTE.—The Registrar of Companies is prepared to accept copy resolutions or agreements if produced by the following processes:—

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type-Set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed;
or if produced by spirit duplicator, or if typed.

No document will be accepted however, if, in general appearance, legibility, format or durability, it is unsuitable for publication and use on the Company's public file.

No. 1204655

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

(Adopted by Special Resolution passed on the 11th day of April, 1976)

OF

REED PENSION TRUSTS (No.2) LIMITED

*(Amended by Special Resolution passed on
September 21st 1971)*

Incorporated the 21st day of March, 1975

W. A. D. THOMAS,

82 PICCADILLY,

LONDON W1A 1EDJ.



CERTIFICATE OF INCORPORATION

No. 1204655

I HEREBY CERTIFY that REED PENSION TRUSTS (No. 2)
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, 1975.

N. TAYLOR,
Assistant Registrar of Companies.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

REED PENSION TRUSTS (No. 2) LIMITED

1. The name of the Company is " REED PENSION TRUSTS (No. 2) LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (1) To act as trustee of any trust, as attorney, agent, nominee, executor or administrator of or for any person or persons, company, corporation, government, state, colony, province, dominion, sovereign or authority, supreme, municipal, local or otherwise.
 - (2) To purchase, acquire, accept and hold as trustee for third parties or otherwise, and sell, exchange, manage, develop, deal with and turn to account any real and personal property of all kinds, and to purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (3) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (4) 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 and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (5) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (6) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (7) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (8) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (9) To sell, lease, grant licenses, 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 securities of any other company, whether fully or partly paid up.

- (10) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (11) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interest of its members.
- (12) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (13) 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.
- (14) 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 anywise limited by reference to any other paragraph or the order in which the same occur 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
G. G. STOCKS, Reed House, 82 Piccadilly, London W1A 1EJ, Company Secretary.	1
S. A. LEGATE, Reed House, 82 Piccadilly, London W1A 1EJ, Legal Executive.	1
Total Shares taken ..	2

Dated this 11th day of March, 1975.

Witness to the above Signatures—

J. P. DUCKWORTH,
 Reed House,
 82 Piccadilly,
 London W1A 1EJ,
 Solicitor.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

REED PENSION TRUSTS (No. 2) LIMITED

Passed 7th April, 1976

AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, held at 82 Piccadilly, London W1A 1EJ, on the 7th day of April, 1976, the following RESOLUTION was proposed and duly passed as a SPECIAL RESOLUTION :—

RESOLUTION

That the regulations contained in the document submitted to this Meeting, and for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

G. G. STOCKS,
Secretary.

COMPANY LIMITED BY SHARES

Articles of Association

OF

REED PENSION TRUSTS (No. 2) LIMITED

(Adopted by Special Resolution passed on the 7th day of April, 1976)

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part I"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and clause 1 of Table A, Part I, shall apply to the construction of these Articles. Part II of the said Table A shall not apply to the Company.

PRIVATE COMPANY.

2. The Company is a Private Company, and accordingly :—
- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
 - (B) The number of 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 that employment to be members of the Company) shall be limited to fifty ; Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this paragraph, be treated as a single member.
 - (C) No invitations shall be made to the public to subscribe for any shares or debentures of the Company.

CAPITAL.

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

SHARES.

4. The Directors shall not have power to allot, issue, grant options over or otherwise dispose of any share in the capital of the Company save as may be determined by an extraordinary resolution of the Company but so that no shares shall be issued at a discount, except in accordance with the Act.

5. Clauses 2 and 3 of Table A, Part I, shall be modified by substituting "Extraordinary Resolution" for "Ordinary Resolution."

LIEN.

6. The liens given by clause 11 of Table A, Part I, shall extend to every share in the capital of the Company whether fully paid or not and the Directors shall not have power to exempt any share wholly or partly from such liens. Clause 11 of Table A, Part I, shall be modified accordingly.

TRANSFER OF SHARES.

7. The Directors shall refuse to register any transfer of a share to which article 8 or 9 applies which transfer does not comply with that article and shall have an absolute right without assigning any reason therefor to refuse to register any other transfer of a share (whether fully paid or not) other than a transfer of a fully paid share by Reed International Limited or by any company which by virtue of section 154 of the Act is deemed to be a subsidiary or holding company thereof or a subsidiary of any such holding company. Clause 24 of Table A, Part I, shall not apply to the Company.

8. Subject to article 7 a member being a Director may transfer a share of which he is the holder without consideration to any other person being a member or a Director. Save as aforesaid a member being a Director shall not be entitled to transfer any share of which he is the holder.

9. If a member, being a Director, ceases by death or otherwise to be a Director, he shall be deemed by virtue of such cessation to give irrevocable notice to the Company of his desire to transfer any share held by him, without consideration, to such Director as the Directors nominate to accept the same, and he shall not thereafter be entitled to receive notice of or to attend and vote at any General Meeting of the Company, and the Directors shall nominate one of their number

to accept the transfer of such share, and shall notify such member or any other person who becomes entitled to such share in consequence of his death or bankruptcy of such nomination, and if the person so notified refuses or neglects within 7 days after the giving of such notification to transfer such share to the Director so nominated, the Chairman for the time being of the Directors, or failing him, one of the Directors duly nominated by Resolution of the Directors for that purpose, shall be the duly appointed attorney of the member, or such other person (as the case may be), with full power to execute, complete and deliver in the name and on behalf of the member, or such other person (as the case may be), a transfer of such share to the Director so nominated, and to enter the name of such Director in the register of members as the holder by transfer of such share.

10. Clause 30 of Table A, Part I, shall be modified by substituting "herein" for "hereinafter."

11. Clause 31 of Table A, Part I, shall be modified by deleting the words "as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member."

PROCEEDINGS AT GENERAL MEETINGS.

12. Two persons (whether or not members) entitled to vote shall be a quorum at any General Meeting. Clause 53 of Table A, Part I, shall be modified accordingly.

13. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A, Part I, shall be modified accordingly.

14. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons.

DIRECTORS.

15. The Directors shall be not less than two in number.

16. Any provision of the Act which, subject to the provisions of these presents, would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as Director on account of his having reached any specified age, or of

requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the Company.

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17. The remuneration of the Directors shall from time to time be determined by an Extraordinary Resolution of the Company, and shall be divisible among the Directors as they may agree, or, failing agreement, equally (except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office). Clause 76 of Table A, Part I, shall not apply to the Company.

18. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors or General Meetings, or otherwise in or about the business of the Company.

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19. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Clause 77 of Table A, Part I, shall not apply to the Company.

20. The words "by Extraordinary Resolution" shall be inserted after the words "unless the Company" in clause 78 of Table A, Part I.

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BORROWING POWERS.

21. The proviso to clause 79 of Table A, Part I, shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS.

22. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of clause 84 of Table A, Part I, shall not apply to the Company.

* "Rotation of Directors"

The Directors shall not be subject to retirement by rotation and accordingly Regulations 89-94 respectively of Table A, Part I, and the second sentences of Regulations 95 and 97 respectively of Table A, Part I, shall not apply to the Company.

RETIREMENT OF DIRECTORS.

23. The office of a Director shall be vacated in any of the following events, namely :—

- (A) If he become prohibited by law from acting as a Director.
- (B) If he resign by notice in writing.
- (C) If he have a receiving order made against him or compound with his creditors generally.
- (D) If he become of unsound mind.
- (E) If he be absent from meetings of the Directors for six months without leave and the Directors resolve that his office be vacated.
- (F) If he is requested in writing by all his co-Directors to resign.

Clause 88 of Table A, Part I, shall not apply to the Company.

PROCEEDINGS OF DIRECTORS.

24. A resolution in writing signed by all the Directors for the time being in the United Kingdom 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. Clause 106 of Table A, Part I, shall not apply to the Company.

INDEMNITY.

25. Subject to the provisions of the Act every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A, Part I, shall be extended accordingly.

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

(Adopted by Special Resolution passed on the 11th day of April, 1976)

OF

**REED PENSION TRUSTS (No. 2)
LIMITED**

Incorporated the 21st day of March, 1976

W. A. & T. THOMAS,

82 Piccadilly,

London W1A 1EE