

Company No 1640365

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of **McCorquodale Limited**

passed on 1 March 1999

At the Extraordinary General Meeting of the members of the above-named Company, duly convened and held at 114 Knightsbridge, London SW1X 7NN on the 1 March 1999 the following resolutions were passed:

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

The following resolutions were passed as **SPECIAL RESOLUTIONS**

1. The Memorandum of Association of the Company be altered by deleting the existing clause 3 and inserting in substitution thereof:
  - '3. The Company's objects are:
    - (1) to carry on business as a general commercial company;
    - (2) to carry on any trade or business whatsoever;
    - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
    - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
    - (5) to borrow or raise money by any method and to obtain any form of

credit or finance;

- (6) to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking or assets of the Company;
- (7) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company;
- (8) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;
- (9) to dispose of all or any part of the undertaking, assets and liabilities of the Company;
- (10) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;

(11) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects ;

(12) to act as trustee, personal representative, director or agent of any kind and for any purpose;

(13) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

(a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;

(b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;

(c) subclauses (2) to (13) are without prejudice to the generality of the objects and powers conferred by subclause (1) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;

(d) in this clause:

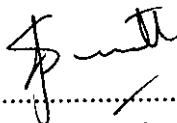
(i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the

Company, its uncalled capital;

- (ii) "charge" includes any mortgage, pledge, lien or other form of security;
- (iii) "dispose of", in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
- (iv) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
- (v) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.'

2. **ARTICLES OF ASSOCIATION**

The existing Articles of Association of the Company shall no longer apply and that the new Articles of Association be approved and adopted by the Company in place thereof.



.....  
B-R Secretariat Limited

Secretary

Dated 1 March 1999

Company Number 1640365

THE COMPANIES ACTS 1948 TO 1981  
AND  
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**McCorquodale Limited**

(Incorporating all amendments to 1 March 1999)

1. The name of the Company is "McCorquodale Limited". \*
2. The registered office of the Company will be situate in England.
3. The Company's objects are:
  - (1) to carry on business as a general commercial company;
  - (2) to carry on any trade or business whatsoever;
  - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
  - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
  - (5) to borrow or raise money by any method and to obtain any form of credit or finance;
  - (6) to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking or assets of the Company;

\* The name of the Company was changed from Video Disc Publishing Limited to Cheshire Set Limited on 20 September 1985

The name of the Company was changed from Cheshire Set Limited to McCorquodale Limited on 28 October 1994.

- 7) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company;
- (8) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;
- (9) to dispose of all or any part of the undertaking, assets and liabilities of the Company;
- (10) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;
- (11) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects ;
- (12) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (13) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) subclauses (2) to (13) are without prejudice to the generality of the objects and powers conferred by subclause (1) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
- (d) in this clause:
  - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital;
  - (ii) "charge" includes any mortgage, pledge, lien or other form of security;
  - (iii) "dispose of", in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
  - (iv) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
  - (v) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.



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

Names, Addresses of Subscribers.	Number of Shares taken by each Subscriber.
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Roy Henry Gordon Bondsfield	One
Park Lodge	
The Hangars	
Bishop's Waltham	
Southampton	
Company Secretary	

Director and Authorised Signatory for and on behalf of Sir Joseph Causton & Sons PLC whose registered office is situate at Causton House, Hopton Street, London SE1 9JL	One
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Dated the 18th day of March 1982

Witness to the above signatures

P M Harrison  
8 Meon Crescent  
Chandlers Ford  
Eastleigh Hants  
Secretary

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

**McCorquodale Limited**

(Company Number 1640365)

(Adopted by Special Resolution  
passed on 1 March 1999)

**PRELIMINARY**

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985, shall apply to the Company. References herein to Table A are references to the said Table A. None of the regulations referred to in Section 31 (8)(b) of the Companies Consolidation (Consequential Provisions) Act 1985 shall apply to the Company.
2. (A) In these articles, unless the contrary intention appears:
  - (1) the "Statutes" means the Companies Act 1985 (the "Act") and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and

- (2) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (B) Headings to these articles are inserted for convenience only and shall not affect construction.

### **SHARE CAPITAL**

- 3. (A) Save as provided by contract or these Articles to the contrary and if and to the extent permitted by or pursuant to the Statutes (including, without limiting the foregoing, by any authority of the Company for the purposes of Section 80 of the Act), all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper.
- (B) The Directors are generally and unconditionally authorised (for the purposes of Section 80 of the Act) at any time or times during a period of five years from the date of the adoption of these Articles to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date.
- (C) At the expiry of such period of five years, the authority contained in paragraph (B) shall expire but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authority and shall allow the Directors to allot shares and grant rights pursuant to any such offer or agreement as if such authority had not expired.
- (D) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in Section 94 of the Act) is excluded.

**GENERAL MEETINGS**

4. (A) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
- (1) to hear each of the other participating members addressing the meeting; and
  - (2) if he so wishes, to address all of the other participating members simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment whether in use when these articles are adopted or not) or by a combination of those methods.
- (B) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (C) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (D) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (E) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

## **SHAREHOLDER'S RESOLUTIONS**

5. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the members of the Company who would be entitled to vote upon it if it had been duly proposed at a general meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a Director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply.

## **VOTE OF MEMBERS**

6. (A) Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be deemed to be modified accordingly.
- (B) In Regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.
- (C) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the Directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 of Table A and the last provision of regulation 62 shall be amended accordingly.

**DIRECTORS**

7. (A) The holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being. Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the Ordinary Shares of the Company for the time being in issue and, in the case of a body corporate holding any such shares, the signature of any one of its Directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the office.
- (B) In addition to the circumstances set out in Regulation 81 of Table A the office of a Director shall be vacated if he is removed from that office in accordance with this Article.
- (C) The Directors shall have power at any time and from time to time to appoint any person who is willing to act to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
- (D) The Directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.
- (E) No Director shall vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason only of his having attained a particular age.
- (F) No special notice is required of any resolution appointing or approving the appointment of such a Director nor is any notice required to state the age of the person to whom the resolution relates.

## **POWERS OF DIRECTORS**

8. (A) The powers of the Directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (B) Without prejudice to any other of their powers, the Directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

## **ALTERNATE DIRECTORS**

9. In addition to the persons mentioned in Regulations 65 of Table A, any Director may appoint a Director of any holding company of the Company or of any other subsidiary of any such holding company or any person approved by a majority of the other Directors to act as alternate Director.
  - (A) Any such person appointed as an alternate Director shall vacate his office as an alternate Director:-
    - (i) if and when the Director by whom he has been appointed vacates office as a Director;
    - (ii) if the Director by whom he has been appointed removes him by written notice to the Company; or
    - (iii) in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such.

Regulation 67 of Table A shall not apply.

- (B) An alternate Director shall be entitled to receive notice of all meetings of Directors, to attend and to vote at any such meeting at which the Director appointing him is not personally present and at that meeting to exercise and discharge all the functions,

powers and duties of his appointor as a Director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a Director. Regulation 66 of Table A shall not apply.

- (C) Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate, in addition to his own vote if he is also a Director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 of Table A shall not apply.
- (D) An alternate Director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the Director appointing him. Regulation 69 of Table A shall not apply.

### **PROCEEDINGS OF DIRECTORS**

- 10. A Director who is in any way directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure, a Director may vote as a Director on any resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such resolution or matter is under consideration; and Regulations 94 to 96 of Table A shall not apply.
- 11. Regulation 93 of Table A (written resolutions of Directors) shall apply as if the word "signed" included "approved by letter, telex, facsimile transmission or cable".
- 12. (A) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:



- (1) to hear each of the other participating directors addressing the meeting; and
- (2) if he so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

- (B) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Directors required to form a quorum, subject to the provisions of article 10.
- (C) A meeting held in this way is deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

### **NOTICES**

- 13. Regulation 112 of Table A shall apply as if the last sentence thereof were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear therein.
- 14. Proof that:
  - (A) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
  - (B) a telex or facsimile transmission setting out the terms of the notice was properly despatched shall be conclusive evidence that the notice was given. A notice shall be deemed to be given when the envelope containing it was so posted or, in the case of telex or facsimile transmission, when so despatched. Regulation 115 of Table A shall not apply.

**SEAL**

15. (A) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the Directors.
- (B) The Directors shall provide for the safe custody of every seal which the Company may have.
- (C) A seal shall be used only by the authority of the Directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the Directors or of the members of a duly authorised committee.
- (D) The Directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (E) Unless otherwise decided by the Directors:
- (1) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
  - (2) every other instrument to which a seal is applied shall be signed by at least one Director and the secretary or by at least two Directors.
- (F) Certificates for shares, debentures or other securities of the Company need not be sealed with the seal but may be signed on behalf of the Company by at least one Director and the secretary or by at least two Directors or by such other person or persons as may be authorised by the Directors for that purpose. Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

**INDEMNITY**

16. (A) Subject to the provisions of and to the extent permitted by the Statutes, every Director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
- (1) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
  - (2) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.
- (B) Regulation 118 of Table A shall not apply.