

Company No 04918664

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**THE INSERT & LEAFLET TEAM LIMITED** (the "Company")

passed on 17 March 2008

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were duly passed as a written resolution of the Company

**SPECIAL RESOLUTION**

That the Articles of Association contained in the document attached to these resolutions be and the same are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

B J. Allen,

Director

WEDNESDAY



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19/03/2008  
COMPANIES HOUSE

**THE COMPANIES ACTS 1985 and 2006**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**of**  
**THE INSERT & LEAFLET TEAM LIMITED**

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**1 PRELIMINARY**

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 2007 (SI 2007/2541) and the Companies (Table A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826) and as otherwise amended prior to the adoption of these Articles ("Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company

The following provisions of Table A shall not apply to the Company, in Regulation 62 the words "not less than 48 hours" and "not less than 24 hours", Regulations 65 to 69 (inclusive) and 93-98 (inclusive)

**2 PRIVATE COMPANY**

The Company is a private limited company within the meaning of the Companies Act 1985 and accordingly no shares or debentures of the Company shall be offered to the public

**3 SHARES**

3.1 The lien conferred by Regulation 8 in Table A shall attach also to fully paid up shares Regulation 8 in Table A shall be modified accordingly

3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

**4 TRANSFER OF SHARES**

The immediate holding company (if any) for the time being of the Company may at any time transfer all or any shares to any person and the provisions of Regulation 24 of Table A shall not apply to such transfer

**5 GENERAL MEETINGS**

A written resolution to be given by a corporation which is a member of the Company may be signed, on its behalf, by a director or the secretary of that corporation or by the attorney or authorised representative of that corporation

## **6 NUMBER OF DIRECTORS**

The minimum number of directors shall be one Regulation 64 shall be modified accordingly

## **7 ALTERNATE DIRECTOR**

- 7.1 Each director shall have the power at any time to appoint as an alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being re-appointed at the same meeting.
- 7.2 An alternate director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.
- 7.3 An alternate director shall be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

## **8 INTEREST OF DIRECTORS**

Subject to disclosure in accordance with the Act, a director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purpose of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him

## **9 POWERS OF DIRECTORS**

In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

## **10 APPOINTMENT AND REMOVAL OF DIRECTORS**

10.1 The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the Secretary

10.2 While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to Regulation 81 of Table A) hold office until he is removed pursuant to Article 10.1

10.3 While the Company is a subsidiary, Regulations 76 to 79 (inclusive) of Table A shall not apply

## **11 PROCEEDINGS OF DIRECTORS**

Any person may participate in a meeting of the directors or a committee of the directors by means of conference telephone or other electronic communications equipment whereby all persons participating in the meeting can hear each other and any persons meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is located

## **12 THE SEAL**

The seal, if any, shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company

## **13 SINGLE MEMBER COMPANY**

If at any time, and for as long as, the company has a single member all provisions of these Articles shall (in the absence of any expressed provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member

## **14 INDEMNITY**

- 14.1 Subject to the Act but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the Court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs
- 14.2 The Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs