

D. C. THOMSON & CO., LTD  
22 MEADOWSIDE, DUNDEE, DD1 1LH  
PHONE 0382 201834  
FAX 0382 276884  
REGISTERED IN SCOTLAND NO. 5830

5830

At an Extraordinary General Meeting of the Members of the Company held at Courier Buildings, 22 Meadowside, Dundee on Twenty fifth day of August, 1994 at 12 noon the following Special Resolution was approved.

'That the terms of the proposed Contracts (a specimen of which is attached to the Notice convening the Meeting) regulating the purchase by the Company of such number(s) of Ordinary Shares of £1 each in the share capital of the Company as the said proposed Contracts shall provide at £28.20 per share on 22nd September, 1994 (or such other date(s) as said proposed Contracts shall provide) all as the said proposed Contracts and the parties to them are identified on a list thereof to be produced to the Meeting and initialled by the Chairman for the purpose of identification and all as the said terms are more particularly specified in the said proposed Contracts to be produced to the Meeting, be and they are hereby authorised and the Directors shall give effect to this Resolution.'

By Order of the Board

..... *[Signature]* Secretary.



different classes of Members of the Company, and any such division so made shall, subject to the provisions of the Statutes, be binding on all the Members of the Company. The Liquidator may with the like sanction vest the whole or any part of such assets in Trustees upon such trusts for the benefit of the Members as the Liquidator, with the like sanction, shall think fit so that no Member shall be compelled to accept any shares or other securities whereon there is a liability.

#### INDEMNITY.

167. The Directors, including Executive Directors, Auditors, Secretary and other officers for the time being of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and their respective executors or administrators shall be indemnified and secured harmless out of the assets of the Company from and against any liability incurred by them to the extent permitted by the Statutes.

DUNDEE,                      December, 1974.

We hereby certify that this and the foregoing 34 pages is a true copy of the Memorandum and Articles of Association of D. G. Thomson & Company, Limited.

D. G. THOMSON & CO. LTD.

*James Thomson*  
..... DIRECTOR

*W. Angus*  
..... SECRETARY

D. G. THOMSON & CO., LTD  
22 MEADOWSIDE, DUNDEE, DD1 1LN  
PHONE 0304 21 044  
FAX 0304 27094  
REGISTERED IN SCOTLAND NO. 1030

5830

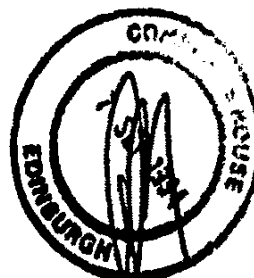
At an Extraordinary General Meeting of the Members of the Company held at Courier Buildings, 22 Meadowside, Dundee on Twenty fifth day of August, 1994 at 12 noon the following Special Resolution was approved.

That the Articles of Association of the Company be amended by the insertion of the following Article as Article 62A immediately following Article 62:-

62A Subject to the provisions of Part V Chapter VII of the Companies Act 1985 (as amended) the Company may purchase its own shares (including redeemable shares) and cancel any shares so purchased and (subject as aforesaid) make payment in respect of the redemption or purchase of its own shares from either reserves, distributable profits, capital or the proceeds of a fresh issue of shares, but only to the extent that this is permitted under the provisions of Part V Chapter VII of the Companies Act 1985.

By Order of the Board

.....Secretary.



D. G. THOMPSON & CO., LTD  
22 MEADOWSIDE, DUNDEE, DD1 1LN  
PHONE 0381 701834  
FAX 0381 57054  
REGISTERED IN SCOTLAND NO. 332

5830

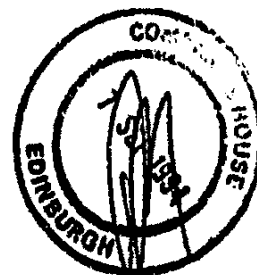
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By Order of the Board

.....*W. Angus*.....Secretary.



5830

*The Companies Acts, 1862 to 1900*  
*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

Memorandum

AND

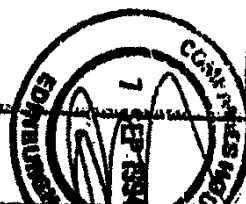
NEW

Articles of Association

OF

D. C. THOMSON & COMPANY, LIMITED

(Incorporated 27th March, 1905.)



*The Companies Acts, 1862 to 1900*  
*The Companies Act, 1948*

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COMPANY LIMITED BY SHARES

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**Memorandum**

AND

NEW

**Articles of Association**

OF

**D. C. THOMSON & COMPANY, LIMITED**

*(Incorporated 27th March, 1905)*

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NOTE: By Special Resolution passed at an Extraordinary General Meeting of the Company held on 23rd March, 1965, the Articles of Association within contained were adopted in substitution for, and to the exclusion of, all existing Articles of Association of the Company.

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