

WP No. 4194

No. 1015675/36

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

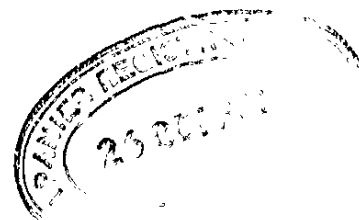
SPECIAL RESOLUTION
OF
THE FOLIO SOCIETY LIMITED

Passed 19th October 1982

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on 19th October 1982, at 15 Wimpole Street, London W1 the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

- (1) The authorised share capital of the Company be increased from £10,000 to £20,000 by the creation of 10,000 new Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.



- (2) Upon the recommendation of the Directors the sum of £10,000 (being part of the amount that is standing to the credit of the Revenue Reserves) be capitalised and such sum be set free for distribution among the members on the register immediately prior to the passing of this Resolution in the proportions in which such sum would have been divisible among them if distributed by way of dividend on condition that the said sum be not paid in cash but be applied on behalf of such members in paying up in full at par 10,000 new Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst such members in the proportion of one new Ordinary Shares for each one Ordinary Share held and that the Directors be authorised to make all necessary allotments accordingly.
- (3) That forthwith upon the allotment of such Ordinary Shares, 9998 of the existing issued Ordinary Shares of £1 in the Company be converted into and redesignated as Deferred Shares of £1 each and the remaining two existing issued Ordinary Shares of £1 in the Company be converted and redesignated as Special Deferred Shares of £1 each, such Deferred and Special Deferred Shares having attached thereto the rights specified in the Articles of Association of the Company as altered by paragraph (4) of this Resolution
- (4) That the regulations contained in the document produced to the Meeting and signed for the purposes of

identification by the Chairman thereof be and the same
are hereby adopted as the Articles of Association of
the Company in substitution for and to the exclusion of
the regulations contained or incorporated in the
existing Articles of Association of the Company

.....
Director

NOTE: A Member entitled to attend and vote at the above mentioned Meeting may appoint a Proxy to attend and (on a poll) vote instead of him. A Proxy need not also be a member of the Company

No. 1015675

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
OF
THE FOLIO SOCIETY LIMITED

(Adopted by Special Resolution passed on
19th October 1982)

Incorporated 25th June 1971

Ref: C82/S263-002
Date: 18.10.82
WP No. 4209

TITMUS, SAINER & WEBB,
2, Serjeants' Inn,
London, EC4Y 1LT.



The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

THE FOLIO SOCIETY LIMITED

(Adopted by Special Resolution passed on
19th October 1982)

PRELIMINARY

1. The regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 ("the Act") as amended by the Companies Acts 1967, 1976 1980 and 1981 (which Table is hereinafter referred to as "Table A" and all of which Acts are hereinafter referred to as "the Acts") shall except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles apply to and constitute the regulations of the Company.

2. Regulations 15, 22, 24, 52, 53, 62, 73A, 75, 76, 77, 79, 84, 88 to 92 inclusive, and 106 to 109 inclusive of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Companies Act 1980 and accordingly any offer to the public of any shares in or debentures of the Company (whether for cash or otherwise) or allotment of or agreement to allot (whether for cash or otherwise) any such shares or debentures with a view to all or any of those shares or debentures being offered for sale to the public is prohibited.

SHARE CAPITAL

4. The share capital of the Company at the date of the adoption of these Articles is £20,000 divided into 9998 Deferred Shares of £1 each, two Special Deferred Shares of £1 each and 10,000 Ordinary Shares of £1 each. The respective rights and privileges attached to the Ordinary Shares and to the Deferred and Special Deferred Shares are as follows:-

- (i) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares and Special Deferred Shares shall not be entitled to participate in any such profits
- (ii) As regards capital on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the member shall be applied first

in paying to the holders of the Ordinary Shares the sum of £1,000,000 per share secondly, in paying to the holders of the Deferred Shares and Special Deferred Shares the amount paid up on such shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively

(iii) As regards voting, the Deferred Shares and Special Deferred Shares shall not confer on the holders thereof any right to receive notice of or attend or vote either in person or by proxy at any General Meeting of the Company save that the Special Deferred Shares shall confer all such rights in respect of any General Meeting of the Company at which it is proposed to consider a Resolution to remove either Mr. J. Letts or Mr. H. Lynner from office as a Director of the Company or to alter the rights attaching to the Special Deferred Shares or the Deferred Shares and so that at such meeting the holder of a Special Deferred Share shall be entitled to cast against any such Resolution such number of votes as shall be equal to the number of all votes which may be cast in favour thereof

5. Subject as otherwise provided in these Articles and to any direction or authority contained in the resolution of the Company creating or authorising the same the Directors are unconditionally authorised for the purposes of Section 14 of

the Companies Act 1980 to allot grant options rights of subscription or conversion over or otherwise dispose of unissued shares to such persons (whether existing shareholders or not), at such times and on such terms and conditions as they think proper Provided however that the authority hereby granted to the Directors:-

(1) shall not permit the Directors to allot grant options rights of subscription or conversion over or otherwise dispose of shares to an amount of more than the unissued share capital at the date of adoption of these Articles or (if such authority is renewed or varied by the Company in General Meeting) the amount specified in the resolution for such renewal or variation;

(2) shall expire:-

- (a) not more than five years from the date of the adoption of these Articles; or
- (b) (if such authority is renewed or varied by the Company in General Meeting) on the date specified in the resolution on which the renewed or varied authority shall expire;

(3) may be renewed, revoked or varied at any time by the Company in General Meeting.

In accordance with Section 17(9) of the Companies Act 1980 sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

6. The Company is hereby authorised to purchase its own shares (including any Redeemable Shares) on the terms and at the price authorised by Special Resolution of the Company.

LIEN

7. The lien conferred by regulation 11 of Table A shall extend to every share in the capital of the Company, whether fully paid or not, and to all shares registered in the name of any person whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

CALLS ON SHARES

8. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares or any part thereof (whether on account of the nominal value of the shares or by way of premium) and not by the conditions or allotment thereof made payable at fixed times, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

TRANSFER OF SHARES

9. The instrument of transfer of any fully paid share shall be executed by or on behalf of the transferor but need not be executed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. In the case of a partly paid share, the instrument of transfer must also be executed by or on behalf of the transferee.

10. No transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the Directors who may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the Accounts, the Balance Sheets, the Reports of the Directors and Auditors, the election of Directors in the place of those retiring and the voting of remuneration or extra remuneration

to the Directors and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two persons, being members present in person or proxies for a member or members or representatives appointed under regulation 74 of Table A, shall be a quorum at any General Meeting.

13. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by any member present in person or by proxy. Regulation 58 of Table A shall be modified accordingly.

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

VOTES OF MEMBERS

15. Subject to any rights or restrictions for the time being attached to any class or any classes of shares every member present in person or by proxy shall have one vote on a show of hands and one vote for each share of which he is the holder on a poll. Where a member is himself a proxy for another member or members, then in such case he shall on a show of hands have one vote for himself as a member and one vote for each member for whom he is a proxy.

DIRECTORS

16. The number of the Directors shall be not less than two in number nor more than 12 in number.

17. The fees of the Directors shall from time to time be determined by the Company in General Meeting and shall be divided among the Directors in such proportion and manner as the resolution by the Company in General Meeting shall specify. Any Director who is appointed to an executive office or who serves on any committee 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 remuneration by way of salary, percentage of profits or otherwise as the Directors may from time to time determine.

18. The Directors shall be entitled to be repaid all such reasonable expenses as they may incur in attending and returning from meetings of the Directors, or of committees of the Directors, or General Meetings, or which they may otherwise incur, whether in the United Kingdom or abroad, in or about the business of the Company.

19. A Director or alternate Director shall not require any share qualification but any Director or alternate Director who is not a member of the Company shall nevertheless be entitled to receive notices of and attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

20. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

BORROWING POWERS

21. Subject to the Acts the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security and for debt, liability, guarantee or obligation of the Company, or of any third party.

POWERS AND DUTIES OF DIRECTORS

22. Subject to making such disclosure and declaration of his interest as is required by the Acts, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of any contract or arrangement in which he is interested and shall be counted in the quorum present at the meeting.

23. A Director may hold any other office or place of profit under the Company, other than that of Auditor and of Secretary if he be a sole Director, at such remuneration and upon such terms as the Directors may determine. Any Director may act by himself or his firm in a professional capacity for the Company, other than as Auditor, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director

24. Without prejudice to the powers conferred by regulation 37 of Table A, the Directors on behalf of the Company may provide or contribute to the provision of life or other assurance for the benefit of any Director engaged or formerly engaged in whole time service with the Company or any subsidiary, thereof, or the dependants of any such Director.

DISQUALIFICATION OF DIRECTORS

25. The office of Director shall be vacated if:-

- (1) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (2) he becomes prohibited from being a Director by reason of any order made under section 188 of the Act or under section 28 of the Companies Act 1976; or
- (3) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (4) he resigns his office by notice in writing to the Company; or
- (5) he shall for more than six consecutive months have been absent from meetings of the Directors without leave expressed by a resolution of the Directors, and the Directors resolve that his office be vacated; or
- (6) the Company shall so resolve by an Extraordinary Resolution at an Extraordinary General Meeting or by an Ordinary Resolution pursuant to section 184 of the Act.

ROTATION OF DIRECTORS

26. A Director shall not retire by rotation and regulations 93,94,95,96 and 97 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

27. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and regulation 86 in Table A shall be modified accordingly.

28. 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, or their respective alternates (as the case may be).

MANAGING AND EXECUTIVE DIRECTORS

29. The Directors may from time to time appoint one or more of their body to the office of Managing Director or any other executive office under the Company for such period and on such terms and at such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as they may think fit and, subject to the terms of any agreement entered into in any

particular case, the Directors may at any time revoke such appointment.

30. The Directors may from time to time entrust to and confer upon a Managing Director or any one or more of the Directors as a committee all or any of the powers exercisable by the Directors (excepting the power to make calls, issue, allot or forfeit shares, borrow money or issue debentures) upon such terms and conditions and with such restrictions as they may 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

ALTERNATE DIRECTORS

31. (1) Each Director (other than an alternate Director) may at any time appoint any other Director or any person previously approved by a majority of the other Directors to be his alternate Director and at his discretion to remove such alternate Director.

(2) Any appointment or removal of an alternate Director may be made by cable, telegram, telex or letter or in any other manner approved by the Directors sent to or delivered at the registered office of the Company or delivered to a meeting of the Directors. Any cable, telegram, telex or letter shall be

confirmed as soon as possible by letter but may be acted upon by the Company meanwhile.

- (3) Any alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors.
- (4) 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 Directors and to attend, speak and vote as a Director at such meeting at which his appointor is not present and generally to perform all the functions of his appointor as a Director in the absence of such appointor.
- (5) One person may act as alternate Director to more than one Director, and while he is so acting shall be entitled to a separate vote for each Director he is representing, and if he is himself a Director his vote or votes as an alternate Director shall be in addition to his own votes.
- (6) An alternate Director shall not be taken into account in reckoning the minimum or maximum number

of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him, provided that not less than two individuals constitute a quorum.

- (7) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (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 save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.
- (8) An alternate Director shall be an officer of the Company and shall be alone responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.
- (9) The appointment of an alternate Director shall ipso facto determine if his appointor ceases for any reason to be a Director, and on the happening of

any event on which if he were a Director he would be liable to vacate his office under these Articles.

ASSOCIATE DIRECTORS

32. (1) The Directors may from time to time appoint any manager or other officer or person in the employment of the Company or any subsidiary company of the Company to be an Associate Director of the Company. Any Associate Director so appointed may be removed by resolution of the Directors at any time for any reason and without the giving of any notice in that behalf.
- (2) Until otherwise determined by the Company in General Meeting, the number of Associate Directors for the time being shall not exceed six.
- (3) An Associate Director appointed under this Article shall not be required to hold any shares in the Company to qualify him for such office.
- (4) An Associate Director shall not while he continues to hold office be taken into account in calculating the number to form a quorum at any meeting of the Directors.
- (5) The appointment, continuance in office, removal, powers, duties and remuneration of the Associate Directors or any of them shall be determined by the Directors, with full power to make such arrangements as the Directors may think fit.

- (6) An Associate Director shall not except with and to the extent of the sanction of the Directors:-
- (i) have any right of access to the books of the Company;
 - (ii) be entitled to receive notice of or to attend or vote at the meetings of the Directors;
 - (iii) be entitled to participate in any other respect in the exercise of the collective powers or duties of the Directors on the Board or to exercise any of the powers or rights of a Director individually under these Articles provided that no act shall be done by the Directors which would impose any personal liability on any or all of the Associate Directors either under the Acts or otherwise except with their knowledge.

NOTICES

33. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom, supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected at the expiration of

twenty-four hours after the letter containing the same is posted.

INDEMNITY

34. Subject to the provisions of and so far as may be permitted by the Acts, 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. Regulation 136 of Table A shall be extended accordingly.