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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
GLOBAL GRAPHICS (UK) LIMITED *



- 1 The Company's name is Global Graphics (UK) Limited.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - 3.1 To carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the shares, stock, debenture stock, loan stock bonds, obligations, securities, property, assets, rights, privileges or other interests of or in any company, corporation, firm or undertaking carrying on business of any kind whatsoever in any part of the world, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and business of every description and to carry on, develop and to manage, conduct, supervise, control and co-ordinate the activities, businesses, operations or affairs of any company, corporation or firm in which the Company is for the time being interested and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected or associated with the Company.
 - 3.2 To carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to the other objects of the Company.
 - 3.3 To purchase, sell, exchange, improve, rent, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire, deal with and hold any estate or interest in any lands, buildings, easements, rights, privileges, or other property, chattels and effects or

* On 24 March 1995 the Company changed its name from Simpletrial Limited to Heights Holdings Limited.
On 24 March 1999 the Company changed its name from Heights Holdings Limited to Global Graphics (UK) Limited.

any interest or right in relation to them.

- 3.4 To erect, pull down, repair, alter, develop, construct, lay down, enlarge, maintain or otherwise deal with any buildings, factories, stores, shops, plant and machinery, roads, railways, tramways, sidings, bridges, reservoirs and works necessary or convenient for the Company's business and to contribute to the performance of any of the above.
- 3.5 To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property of any description suitable to the purposes of the Company, and to pay cash or to issue any shares, stocks, debentures, or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- 3.6 To apply for, purchase or otherwise acquire and hold or deal in any manner with any patents, licences, concessions, secret processes or other property which may seem to the Company capable of being dealt with by or to be of benefit or convenient to the pursuit of any trade or business of the Company and to grant rights and interests out of them.
- 3.7 To sell, improve, let, licence, develop, manage, turn to account, exchange, grant royalty, share of profits or otherwise, grant easements and other rights in and over and in any other manner deal with or dispose of the undertaking or any part of the undertaking and all or any of the property and assets for the time being of the Company on such terms and for such consideration as the Company may approve.
- 3.8 To invest and deal with the monies of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may from time to time be determined.
- 3.9 To lend money to any person, firm or company upon such terms and with or without security and subject to such conditions as may from time to time be determined.
- 3.10 To give all kinds of indemnities, either with or without the Company receiving any consideration or advantage and to guarantee the payment of the capital or principal

(together with any premium) of any debentures, debenture stock, bonds, mortgages, charges, obligations, dividends, securities, monies or shares or interest on them, or the performance of any contracts or engagements of any other person, firm or company.

- 3.11 To borrow or raise or secure the payment of money in such manner as shall from time to time be determined for the purposes of or in connection with the Company's trade or business and, in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's undertaking of property and by re-issuing any debentures at any time paid off, and by becoming a member of any building society.
- 3.12 For any reason whatsoever to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company or by any or all such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities in respect of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities and in each and every case whether in pounds sterling or any other currency) by any person, firm or company including but not limited to any company which is for the time being the holding company (as defined in the Section 736 of the Companies Act 1985) or a subsidiary undertaking (as defined by section 258 of the Companies Act 1985) of the Company or of the Company's holding company as so defined.
- 3.13 To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company and of its customers or other persons, firms or companies having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly.
- 3.14 To pay for any property or rights of any description acquired by the Company either in cash, by instalments, or otherwise, or fully or partly paid-up shares, either with or without preferred or deferred or other special rights or restrictions in respect of

dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one way and partly in another and generally on such terms as the Company may determine.

- 3.15 To accept payment for any property or rights of any description sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company, either with or without preferred or deferred or other special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or debenture stock, mortgages or other securities of any company or companies, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 3.16 To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable instruments.
- 3.17 To purchase, subscribe for, or otherwise acquire and hold shares, stocks, debentures, debenture stock or other interests in or obligations of any other company or corporation.
- 3.18 To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.
- 3.19 To establish or promote or join or assist in establishing or promoting any other company or companies for the purpose of acquiring all or any of the assets and liabilities of the Company or for any other purpose, the promotion of which shall be in any manner calculated or appear to the Company to advance directly or indirectly the objects or interests of the Company.
- 3.20 To amalgamate with any other company or companies whose objects are or include objects similar to those of the Company or any of them, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company or companies as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as

aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- 3.21 To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests, or co-operation with any person, firm or company whose objects are or include objects similar to those of the Company or any of them.
- 3.22 To establish, support and maintain and to aid and procure the establishment, support and maintenance of any non-contributory or contributory pension or superannuation funds or any other trusts or funds calculated to benefit, and give or procure the giving of donations, gratuities, pensions, allowances, or enrolments to any persons who are or were at any time employed by or in the service of the Company (including any Director holding a salaried office or employment in the Company) or of any other company which is for the time being the Company's holding company, or a subsidiary of the Company (as defined by section 736 of the Companies Act 1985) or the families and dependants of such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other companies or persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.
- 3.23 To subscribe or guarantee money for or organise, assist any national, local, charitable, benevolent, public general or useful object, or for any exhibition or for any purpose which may appear to further, whether directly or indirectly, the objects of the Company or the interests of its members or employees.
- 3.24 To pay out of the funds of the Company all costs and expenses of and incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission, and to remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- 3.25 To remunerate the Directors of the Company in any manner the Company may think fit

and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their families, dependants and connections.

- 3.26 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company.
- 3.27 To do all or any of the things authorised by this memorandum in any part of the world, and either as principals or as agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.
- 3.28 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is declared that the objects of the Company shall be separate and distinct objects of the Company and none of the objects shall be deemed to be subsidiary to or limited in any way by any other object or objects.

- 4 The liability of the members is limited.
- 5 The Company's share capital is £38,000,000, divided into 38,000,000* shares of £1 each.

* Note

- (1) On incorporation the share capital of the Company was £1,000 divided into 1,000 shares of £1 each.
- (2) On 26 October 2000 the capital of the Company was increased to £38,000,000 divided into 38,000,000 ordinary shares of £1 each by the creation of a further 37,999,000 ordinary shares of £1 each