

Company Number 00812264

The Companies Act 1985, 1989 and 2006

Private company limited by shares

Written resolution

of

Ernest Bexon and Coy (Printers) Limited

Circulation Date 19 December 2007

MONDAY



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A07 14/01/2008 183
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution") -


Special Resolution

- 1 that the memorandum and articles of association in the form annexed hereto be and are hereby adopted as the memorandum and articles of association of the Company in place of the existing memorandum and articles of association of the Company

Agreement


Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, the persons entitled to vote on the Resolution on 19 December 2007, hereby irrevocably agrees to the Resolution -


Michael Morris


John Morris


Lloyd Morris


Denise Perry

Geoffrey Morris

Dated 9 JANUARY 2008

Notes

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -
 - 1 1 by hand delivering the signed copy to Lloyd Morris, Ernest Bexon & Co (Printers) Limited, Salop Street, Daybrook, Nottingham, NG5 6HP,
 - 1 2 by post returning the signed copy by post to Lloyd Morris, Ernest Bexon & Co (Printers) Limited, Salop Street, Daybrook, Nottingham, NG5 6HP,
 - 1 3 by fax faxing the signed copy to 0115 920 6699 marked "For the attention of Lloyd Morris",
 - 1 4 by email by attaching a scanned copy of the signed document to an email and sending it to info@bexons.co.uk Please enter "Written resolution dated 19 12 07" in the email subject box

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 15 January 2008, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches the Company (using one of the methods in paragraph 1 above) before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

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Geoffrey Morris

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Company number 00812264

The Companies Act 1985, 1989 and 2006

Private company limited by shares

Memorandum of Association

of

Ernest Bexon and Coy (Printers) Limited

(Adopted by special resolution passed on 9 JANUARY 2008)

Company number 00812264

The Companies Act 1985, 1989 and 2006

Private company limited by shares

Memorandum of Association

of

Ernest Bexon and Coy (Printers) Limited

(Adopted by special resolution passed on 9 JANUARY 2008)

- 1 The Company's name is Ernest Bexon & Coy (Printers) Limited
- 2 The Company's registered office is in England and Wales
- 3 The Company's objects are as follows -
 - 3 1 to carry on business as a general commercial company,
 - 3 2 to acquire any property, and rights or privileges of any kind over or for any property which the Company may use or which the directors believe may increase the value of the Company's other property,
 - 3 3 to acquire, protect, renew or dispose of any intellectual property rights that may benefit the Company and to make use of those rights,
 - 3 4 to experiment on, test and improve any patents, inventions or rights that the Company acquires or plans to acquire,
 - 3 5 to acquire an interest in the whole or part of or make any form of arrangement with any other company doing or intending to do any business similar to the Company's business The Company may deal with any form of stock of the other company,
 - 3 6 to deal in any way with the Company's property and rights,
 - 3 7 to invest and deal with any money of the Company that the Company does not immediately need,
 - 3 8 to lend money, give guarantees, provide security or give credit to any person or association of persons the Company deals with on terms and conditions the Company decides,
 - 3 9 to support or secure the performance of any responsibilities of any person or company associated with the Company in business or through shareholdings (This includes any company that is a subsidiary or a holding company of the Company as defined in the Companies Act 1985) The Company may do this by personal agreement, by covenant, by mortgaging the Company's property and assets, by using the Company's capital, or by any other method This includes repaying loans and paying premiums, interest, dividends and any other costs relating to debentures, debenture stock, loan stock, shares or other securities,

- 3 10 to borrow or raise money in any way and to secure the repayment of this money by mortgage or other security over the Company's property and assets, and to ensure that the money borrowed or raised is repaid The Company may also raise or borrow money in any way and secure the repayment of this money by mortgage or other security over the Company's property and assets to ensure that it carries out its obligations,
- 3 11 to draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and use any type of negotiable instrument which may help the Company achieve its objects,
- 3 12 to make arrangements with any government, authority, or other person or association of persons that may help the Company to achieve its objects,
- 3 13 to acquire and hold shares, stock or other interests or obligations in any company or corporation,
- 3 14 to promote any other company to carry out any operation that may benefit the Company,
- 3 15 to sell, let, licence, develop or otherwise deal with any part of the business of the Company on any terms the Company thinks fit and to accept shares, debentures, or securities of any company in return for this,
- 3 16 to act as a sub-contractor and to use sub-contractors, agents, brokers and others to carry out the business of the Company,
- 3 17 to provide financial help according to sections 155 to 158 of the Companies Act 1985 for any purpose set out in sections 151(1) and 151(2) of that Act (Sections 155 to 158 and 151(1) and 151(2) cover situations where the Company offers assistance to potential shareholders to purchase shares in the Company),
- 3 18 to pay any person or company providing services to the Company in cash, shares or other company securities (credited as fully paid or partly paid),
- 3 19 to use the Company funds to pay all costs involved in promoting, forming and creating the Company as a legal corporation or to contract with another person or company to pay these,
- 3 20 to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any of the Company's shares and securities,
- 3 21 to take out and renew insurance policies to cover the Company officers and auditor against any costs, expenses and liabilities arising from negligence, default or breach of duty or trust in relation to their duties as permitted by section 310(3) of the Companies Act 1985,
- 3 22 to support any charitable or public object, and any institutions, society, or club which may benefit the Company, its directors or employees,
- 3 23 to pay the directors of the Company in any way the Company thinks fit,
- 3 24 to provide pensions and other funds for past and present employees of the Company and others in the service of the Company or of any holding company of the Company or subsidiary company of the Company and for their dependants,
- 3 25 to make payments towards life insurance for past and present employees of the Company, and others in the service of the Company and of any holding company of the Company or subsidiary company of the Company and for their dependants,

- 3 26 to set up and maintain profit sharing, share option or share purchase schemes for the benefit of the employees of the Company or employees of any subsidiary or holding company of the Company and to lend money to employees or trustees to set up or maintain these schemes,
- 3 27 to distribute the Company's property among the shareholders of the Company
- 3 28 to do any other things that may help the Company to achieve its objects,
- 3 29 the objects set out in clauses 3 1 to 3 28 must be interpreted as widely as possible They must be interpreted independently of each other unless the context requires them to be interpreted together, and
- 3 30 the word "company" in this document includes any partnership, firm, corporation or company whether incorporated or not and whether domiciled in any part of the United Kingdom or elsewhere
- 4 The liability of the Company's shareholders is limited
- 5 The share capital of the Company is £1,000 00 This is divided into 1,000 Ordinary Shares of £1 00 each

Company number 00812264

The Companies Act 1985, 1989 and 2006

Private company limited by shares

Articles of Association

of

Ernest Bexon and Coy (Printers) Limited

(Adopted by special resolution passed on 9 JANUARY 2008)

Company number 00812264

The Companies Act 1985, 1989 and 2006

Private company limited by shares

Articles of Association

of

Ernest Bexon and Coy (Printers) Limited

(Adopted by special resolution passed on 9 JANUARY 2008)

1 Preliminary

- 1.1 The regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies Act 1985 (Electronic Communications) Order 2000, the Companies Act (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No 2541 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007 No 2826) (hereinafter called "Table A") - as in force at the time of adoption of these Articles shall, except as hereinafter provided and so far as not inconsistent with the provision of these Articles, apply to the Company to the exclusion of all other regulations or articles of association. References herein to Regulations are to regulations in the said Table A.
- 1.2 Regulations 17, 40 and 41 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations of Table A, subject to the modifications hereinafter expressed or implied, shall constitute the Articles of Association of the Company.
- 1.3 Regulation 20 of Table A shall be read and construed as if the words "but it shall first be offered to persons holding the same class of share as the forfeited share before it is offered to any other Person" were inserted after the words "or to any other Person".
- 1.4 Regulation 26 of Table A shall be read and construed as if the word "unanimously" was inserted between the words "may" and "determine".
- 1.5 Regulation 67 of Table A shall be read and construed as if all the words following the words "to be a director" on the second line thereof were omitted.
- 1.6 Regulation 76 of Table A shall be read and construed as if - sub-clause (b) omitted the words "or re-appointment" and "or re-appointed" wherever they arise.
- 1.7 Regulation 77 of Table A shall be read and construed as if the words - "or re-appointment" and "or re-appointed" were omitted.

2 Private company

- 2 1 The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

3 Interpretation

- 3 1 In the first line of Regulation 1 after the word "regulations" the words "and in any Articles adopting in whole or in part the same" shall be inserted

- 3 2 In these Articles unless the context otherwise requires the following expressions have the following meanings -

"Act" the Companies Act 1985 as amended by the Companies Act 1989 and including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force

"Directors" the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company

"Ordinary Shares" the ordinary shares of £1 00 each in the capital of the Company

"relevant agreement" any agreement relating (in whole or in part) to the management and affairs (or either of them) of the Company which is binding from time to time on the Company and the shareholders and which (expressly or by implication) supplements or prevails over any provisions of these Articles

"secretary" the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint assistant or deputy secretary

"shares" the issued shares in the capital of the Company from time to time and shall include any interest in a share

"share" means a share in the capital of the Company of whatever class

"shareholders" means any person holding shares in the Company

"United Kingdom" Great Britain and Northern Ireland

- 3 3 In these Articles words or expressions the definitions of which are contained or referred to in the Act shall be construed as having the meaning thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles

4 Share capital

- 4 1 The authorised share capital of the Company at the date of adoption of these Articles is £1,000 00 divided into 1,000 Ordinary Shares of £1 00 each

5 Shares

5 1 Any shares proposed to be issued after the date of adoption of these Articles shall first be offered by the Directors (at such price as the Directors shall think fit) to the then shareholders in proportion to the number of shares then held by each of them respectively and they shall be entitled to accept such offer (in whole or part) by notice in writing served upon the Company at its registered office within twenty eight days from the date of receipt of the offer and they may further specify in such notice their willingness to take any surplus shares. If any shares proposed to be issued shall not be accepted as aforesaid then the same shall be allotted (in the case of competition in proportion to the number of surplus shares that they have expressed a willingness to accept) to the shareholders who have specified their willingness to take surplus shares but so that no shareholder shall be required to take more surplus shares than he has expressed his willingness to accept. Subject thereto and to any directions which may be given by the Company in general meeting and to any other provisions hereof, any shares in the Company for the time being unissued shall be at the disposal of the Directors and they may allot or dispose of them to such persons at such times and generally upon such terms and conditions as they shall think proper.

5 2 Subject to the provisions of these Articles and of Part V, Chapter VII of the Act the Company may -

5 2 1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders,

5 2 2 purchase its own shares (including any redeemable shares), or

5 2 3 make a payment in respect of the redemption or purchase under sections 159 to 161 inclusive or (as the case may be) section 162 of the Act of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by sections 170 to 172 inclusive of the Act

6 Lien

6 1 The lien conferred by Regulation 8 of Table A shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

7 Calls

7 1 The liability of any shareholder in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of non-payment of the call"

8 Transfer of shares

8 1 The Directors may refuse to register a transfer of any share. They do not have to give any reasons for refraining. The first sentence of Regulation 24 of Table A which refers to partly paid shares only does not apply.

9 Prohibited transfers

- 9 1 Notwithstanding anything else contained in these Articles no share shall be issued or transferred to any infant, bankrupt, or person of unsound mind

10 Proceedings at general meetings

- 10 1 No business shall be transacted at any general meeting unless a quorum of shareholders is present at the time when the meeting proceeds to business Two shareholders having the right to attend and vote at general meetings present in person or by proxy shall be a quorum
- 10 2 If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting if convened upon the requisition of shareholders shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place (or such other day and at such other time and place as all the shareholders may agree in writing) at which meeting three shareholders present in person or by proxy shall be a quorum If at any adjourned meeting such a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting shall be dissolved
- 10 3 At any general meeting a poll may be demanded by any shareholder present in person or by proxy and entitled to vote Regulation 46 shall be modified accordingly
- 10 4 An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a Director or the secretary thereof or by its duly appointed attorney or duly authorised representative
- 10 5 An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve -

“Ernest Bexon and Coy (Printers) Limited

“I,
“of
“in the county of , being a
“member of Ernest Bexon and Coy (Printers) Limited, hereby
“appoint
“of
“or failing him,
“of
“as my proxy to vote for me and on my behalf
“at the [Ordinary or Extraordinary or Adjourned,
“as the case may be] General Meeting of the
“Company to be held on the day of
“ , and at any
“adjournment thereof

“Signed this day of ”

- 10 6 The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director,

or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting

- 10 7 The Chairman of any meeting shall not be entitled to a second or casting vote and Regulation 50 shall be modified accordingly

11 Alternate directors

- 11 1 Any Director (other than an alternate Director) may at any time with the approval of all the other Directors appoint any person (including another Director) to be an alternate Director and may at any time terminate such appointment. The same person may be appointed as the alternate Director of more than one Director

- 11 2 The appointment of an alternate director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointer ceases to be a Director

- 11 3 An alternate Director shall be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointer is a member and shall be entitled to attend and vote as a Director and be counted in quorum at any such meeting at which his appointer is not personally present and generally at such meeting to perform all functions of his appointer as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director of the relevant class. It shall not be necessary to give notices of meetings to an alternate Director who is absent from the United Kingdom. If an alternate Director shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative, but he shall count as only one for purpose of determining whether a quorum is present. If his appointer is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointer. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles

- 11 4 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration otherwise payable to his appointer as such appointer made by notice in writing to the Company from time to time

- 11 5 Regulations 65 to 69 shall not apply

12 Retirement of directors

- 12 1 The Directors shall not be subject to retirement by rotation and accordingly regulation 73 to 75 shall not apply and all other references in the regulation to retirement by rotation shall be disregarded

13 Directors

- 13 1 The quorum for the transaction of the business of the Directors shall be two

- 13 2 Every Director appointed pursuant to this Article shall hold office until he is either removed in a manner provided in this Article or by the Company in general meeting or dies or otherwise vacates office

- 13 3 Not less than forty-eight hours notice shall be given to all Directors of any proposed meeting of the Board of Directors but this requirement shall not invalidate any decision which shall be ratified by a subsequent meeting of the Board convened at such notice as aforesaid
- 13 4 A Director who is in any way whether directly or indirectly interested in a transaction or arrangement or proposed transaction or arrangement may vote in respect of any such transaction or arrangement or proposed transaction or arrangement or any matter arising there out and if he does so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such transaction or arrangement or proposed transaction or arrangement shall come before the board of Directors for consideration and may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof Regulations 94 to 97 shall not apply
- 13 5 The Chairman of any meeting shall not be entitled to a second or a casting vote and Regulation 88 shall be modified accordingly
- 13 6 Any director who participates in the proceedings of a meeting by means of an electronic communication by which all the other directors present at such meeting (whether in person by alternate or by means of electronic communication) may hear at all times such director and such director may hear at all times all other directors present at such meeting (whether in person or by alternate or by means of electronic communication) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum

14 Borrowing powers

- 14 1 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 subject as otherwise provided in these Articles 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

15 Accounts and information

- 15 1 Every shareholder shall be entitled, either himself or through his agents duly authorised in writing, during the Company's normal hours of business to inspect and take copies of the books of account and all other records and documents of the Company and each of its subsidiaries on giving not less than forty-eight hours, written notice to the secretary (or, if there is none for the time being the chairman) The Company shall give each such shareholder all such facilities as he may reasonably require for such purposes including the use of copying facilities The Company may make a reasonable charge for any copies taken but otherwise shall not charge for any facilities requested as aforesaid Regulation 109 shall not apply

16 Indemnity

- 16 1 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, any director or former director of the company or of an associated company may be indemnified out of the assets of the company against any liability (other than a liability to the company or an associated company) which that director incurs in connection with
- 16 1 1 civil proceedings in relation to the company or an associated company (other than a liability incurred in defending civil proceedings brought by the company or an associated company in which final judgment is given against the director),

- 16 1 2 criminal proceedings in relation to the company or an associated company (other than a fine imposed in criminal proceedings, or a liability incurred in defending criminal proceedings in which the director is convicted and the conviction is final),
 - 16 1 3 regulatory action taken by or a regulatory investigation by a regulatory authority in relation to the company or an associated company (unless a sum is payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising)), and/or
 - 16 1 4 any application by the director pursuant to the Act for relief from liability (unless the Court refuses to grant the relief and the refusal of the relief is final)
- 16 2 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, any director or former director of the company or of an associated company may be indemnified out of the assets of the company against any liability which that director incurs in connection with the activities of the company of which he is a director as trustee of an occupational pension scheme (as defined in section 235(6) Companies Act 2006) other than
- 16 2 1 a liability of the director to pay a fine imposed in any criminal proceedings,
 - 16 2 2 a liability of the director to pay a sum to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising), and
 - 16 2 3 any liability incurred by the director in defending any criminal proceedings in which he is convicted and the conviction is final
- 16 3 For the purposes of article 16 1 above, a judgment, conviction or refusal of relief becomes final
- 16 3 1 if not appealed against, at the end of the period for bringing an appeal, or
 - 16 3 2 if appealed against, at the time when the appeal (or any further appeal) is disposed
- 16 4 For the purposes of article 16 1 above, an appeal is disposed of
- 16 4 1 if it is determined and the period for bringing any further appeal has ended, or
 - 16 4 2 if it is abandoned or otherwise ceases to have effect
- 16 5 In this article, companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate
- 16 6 Regulation 118 shall not apply
- ## 17 Overriding provisions
- 17 1 Notwithstanding the provisions of these Articles the Directors shall be obliged, so far as may be permitted by law, to act in all respects in accordance with and give effect to any relevant agreement
- 17 2 Where the approval, agreement or consent of any shareholder or Director is required under any provision of these Articles to any particular matter, such approval, agreement or consent may be given subject to such terms and conditions as that Shareholder or Director may require and any breach of such terms and conditions shall ipso facto be deemed to be a breach of these Articles

18 Seal

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