

300 2645

THE COMPANIES ACTS 1985 TO 1989
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

of

RWS HOLDINGS PLC¹

1. The name of the Company is RWS HOLDINGS PLC
2. The Company is to be a public company.
3. The Registered Office of the company will be in England.
4. The objects of the Company are:
 - A. To carry on business as a general commercial company and to carry on any business, service, undertaking, project or enterprise of any description, whether of a private or public character and all or any trades processes and activities connected therewith or complementary thereto.
 - B. To carry on any other business whatsoever which can in the opinion of the directors be conveniently or advantageously carried on in conjunction with or ancillary to any of the aforementioned businesses.
 - C. To do all or any of the above things in any part of the world, whether acting as principals, agents, sub-contractors, trustees or otherwise, and whether acting alone or in association with others, or by or through agents, sub-contractors, trustees or others.
 - D. To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorised to carry on, or to purchase or acquire any interest in or rent or hire any *other real or personal property whatsoever which may be necessary or convenient* for the purposes of the company.
 - E. To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the company.
 - F. To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company.



¹ Pursuant to a special resolution of the Company passed on 10 November 2003, the name of the Company was changed from Health Media Group plc to RWS Holdings plc.

- G. 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 seem expedient.
- H. To promote any other company, and to underwrite the shares or debentures of that company.
- I. To amalgamate with or enter into any partnership, joint venture, union or profit sharing or other business arrangement with any other company, firm, association or person.
- J. To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange, bills of lading and any other negotiable and transferable instruments.
- K. To borrow, raise and secure the payment of money in such manner as the company shall think fit; in particular to borrow money by the issue of debentures or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital.
- L. To invest the funds of the company in shares or debentures or such other investments or securities as the company may determine, to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient, and to guarantee or give security for any liability or obligation of any person, company or firm.
- M. To sell all or any part of the undertaking, goodwill and assets of the company for such price and upon such terms as may be thought fit.
- N. To establish any scheme, whether by the issue of shares or otherwise, whereby employees may share in the profits or take part in the management of the company.
- O. To pay the expenses of or incidental to the promotion and incorporation of the company.
- P. To do all such other things as are conducive or incidental to the attainment of the above objects or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything contained in any other sub-clause.

- 5. The liability of the members is limited.

6. The share capital of the company is £10,753,082.25 divided into 100,000,000 ordinary shares of £0.05 each and 5,753,082,252 deferred shares of £0.001 each.^{2 and 3}

We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and agree to take the number of shares shown opposite our name.

Name and address of subscriber	Number of shares taken
TEMPLES (PROF. SERVICES) Ltd 152 City Road London EC1 Dated the 8th December 1994	One

Witness to the above signature

John Carter
7 Kemp House
160 City road London EC1

² Pursuant to a special resolution of the Company passed on 13 August 2001, the Company's share capital was increased to £10,000,000 by the creation of a further 34,000,000 ordinary shares of £0.25 each.

³ The Company's share capital was consolidated, redesignated and further increased pursuant to a special resolution of the Company passed on 10 November 2003.