

COMPANY LIMITED BY SHARES

Memorandum of Association

of

ADVFN.COM PLC

1. The Company's name is "ADVFN.COM PLC".¹
2. The Company is to be a public company.
3. The Registered Office of the Company will be situated in England.
4. The objects for which the Company is established are:²
 - (A) (1) To carry on business as a general commercial company.
 - (2) To carry on all or any of the following businesses: proprietors of shops, warehouses, workshops, garages, offices and factories of all kinds, hotels, cafes, restaurants, houses, laundrettes, flats, furnished and unfurnished rooms, and to buy, develop, lease and deal generally in land whether freehold or leasehold, holiday camps and chalets, financial agents, and brokers, accountants, investment agents, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, welders, computer programmers, operators, analysts, designers and software writers and suppliers, film, video and record producers and publishers, printers, stationers, theatrical agents, booking agents, chemists, grocers, clothiers, garment manufacturers, textile suppliers, jewellers and dealers in precious gems and stones and metals of all kinds, greengrocers, tobacconists, newsagents, confectioners, funeral directors, undertakers, bookmakers, caterers, consultants, haulage contractors, shippers, photographers, security contractors, insulation contractors, detective agents, car hirers and to act as dealers generally in electrical and electronic goods and services and to supply travel services and to act as travel agents, and suppliers of transport services and facilities of all kinds including sporting facilities and grounds and goods,

¹ By a Special Resolution passed on 25 February 2000, the name of the Company was changed to ADVFN.COM Limited, and by a Special Resolution passed on 29 February 2000, the name of the Company was changed to ADVFN.COM PLC and the Company was re-registered as a public limited company pursuant to Section 43 Companies Act 1985.

² By a Special Resolution passed on 29 February 2000, the Company adopted a new objects clause.

and to supply double glazing insulation and security systems and services of all kinds and to supply goods and services of all kinds by mail order and to supply telecommunication goods, services and to run nightclubs, repair and manufacture aircraft, supply agricultural services and expertise, and to undertake cleaning services of all kinds.

- (3) To undertake and execute agency or commission work and to act generally as agents, factors and brokers for the sale and purchase of goods and the provision of services and travel.
- (B) To carry on any other trade or business which can, in the opinion of the Directors of the Company, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses of the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate, or interest in land, buildings, rights, privileges, easements, lands, licences, machinery, plant, processes of all kinds, stock in trade, and any real or personal property of any kind, necessary, convenient or useful or advantageous to the general business of the Company.
- (D) To borrow or raise or secure payment of money for the purpose or in connection with the business of the Company and for the purpose of raising money for the Company to become a member of any building society.
- (E) To construct, enlarge, alter and erect and maintain roads, railways, sidings, bridges, reservoirs, shops, stores, buildings, factories, works, plant and machinery used in connection with the business of the Company and to enable any of the above to be effected by any third party.
- (F) To mortgage and charge the undertaking, and all or any of the real or personal property and other assets, whether present or future, and all or any of the uncalled capital of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, power and privileges as may be thought fit, debentures and debenture stock, either permanent or redeemable or repayable or collaterally or to secure any securities of the Company by any trust deed or other assurance of any kind.
- (G) To receive money on deposit or loan upon such terms as the Company may approve and generally to act as bankers for customers and others.
- (H) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and all other negotiable instruments of all kinds.
- (I) To make advances to customers and others with or without security, as the Company sees fit, and to guarantee the liabilities, obligations and contracts of customers and others and the dividends, interest and capital of the stocks, shares or securities of any Company in which this Company is a member or otherwise interested.
- (J) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in the business or the dependants of such persons and to establish, support or aid in the establishment and support of any schools or other educational, scientific, literary, religious or charitable

institutions, or societies, whether they are connected with the business of the Company or its predecessors or not and to establish and maintain any club or benefit fund or profit sharing scheme for the interest or advancement or education of the Company or its officers or other persons employed whether past or present by the Company.

- (K) To pay for any property or rights of any kind acquired by the Company or by its agents on its behalf either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayments of capital, voting rights or otherwise, or by any securities which the Company has power to issue, or partly in one method and partly in another, and generally on such terms as the Company may approve.
- (L) To invest and deal with all moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and such manner as may be determined at any time by the Company.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, whether in cash, by instalments or other methods, or in fully or partly paid up shares or stock of any Company or Corporation, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or in debenture stock, mortgages, debentures, mortgage debentures or other securities of any Company or Corporation, or partly in one method and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any stocks, shares or securities so acquired.
- (N) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or Company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (O) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on, so as to directly or indirectly benefit this Company, and to acquire and hold, deal, sell or dispose of any stocks, shares or securities of or other interests in any such Company and to guarantee the contracts or liabilities of, or subsidise or assist in any other manner any such Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets of the company and for such consideration as the Company may think fit.
- (Q) 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, but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, required by law.

- (R) To carry on all or any other above businesses in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees sub-contractors or otherwise.
- (S) To do all such other things as are incidental or conclusive to the above objects or any of them.

It is hereby declared that no inference should be drawn or any restrictive interpretation implied that the objects of the Company specified above should be distinct one clause from another and separate and in the order in which they are listed.

4. The liability of the members is limited.
5. The Share Capital of the Company is £5,000,000 divided into 500,000,000 Shares of 1p each.³

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS : NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

STEVEN DAVID COHEN
41 WADESON STREET
LONDON E2

ONE

DIRECTOR

ISRAEL COHEN
41 WADESON STREET

ONE

³ By ordinary resolution passed in general meeting on 1 May 1991, the authorised capital of the Company was increased to £1,502 divided into 1,502 shares of £1 each.

By ordinary resolution passed in general meeting on 5 May 1994, the authorised capital of the Company was increased to £1,668 divided into 1,668 shares of £1 each.

By ordinary resolution passed in general meeting on 25 February 2000, the authorised capital of the Company was increased to £5,000,000 divided into 5,000,000 shares of £1 each.

By ordinary resolution passed in general meeting on 29 February 2000, the share capital of the Company was divided into 500,000,000 shares of 1p each.

