

**THE COMPANIES ACT 2006**

**PUBLIC COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION  
OF**

**WH SMITH PLC**

**(INCORPORATING ALL AMENDMENTS TO 27 JANUARY 2010)**

We, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective name.

<b>Name and Address of Subscriber(s)</b>	<b>Number of Ordinary shares taken by subscriber(s)</b>
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SDG SECRETARIES LIMITED 41 CHALTON STREET LONDON NW1 1JD	1
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Dated: 10 August 2004