

Company No. 267189

**THE COMPANIES ACTS 1985-1989**  
**COMPANY LIMITED BY SHARES**  
**HAYMARKET INTERACTIVE LIMITED**  
**WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as a written resolution of the Company pursuant to Article 6.4 of the Company's Articles of Association and agree that the said resolution shall be valid and effective as if the said resolution had been passed as a special resolution at a general meeting of the Company duly convened and held:

- 1     **THAT** the following documents (copies of which have been supplied to us by the Directors of the Company), proposed to be entered into by the Company be and hereby are approved, and that any Director of the Company or the Company Secretary of the Company be and hereby is directed to sign or execute such documents (as may be necessary) and to make such amendments to those documents as he, in his absolute discretion, may think appropriate or expedient:-
  - 1.1   Facility agreement relating to a sterling term loan facility between (1) Haymarket Group Limited (2) Haymarket Group Properties Limited (3) the Original Guarantors (as defined in that agreement) (4) the Lenders (as defined in that agreement) and (5) The Royal Bank of Scotland (as agent for National Westminster Bank plc, arranger and security trustee).
  - 1.2   Inter-creditor deed between, among others, (1) The Royal Bank of Scotland PLC as agent for National Westminster Bank PLC (2) Haymarket Group Limited (3) Haymarket Finance Limited (4) Haymarket Group Properties Limited (5) The Royal Bank of Scotland as Agent and Security Trustee and (6) each Obligor (as defined in the inter-creditor deed);
  - 1.3   A composite debenture between (1) The Royal Bank of Scotland PLC as security trustee (2) the Obligors (as defined in that debenture);

AND to give effect to the transactions provided for in the documents referred to above.

Dated: 4<sup>th</sup> FEB . 2004

*A. A. Law.*  
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For and on behalf of

**Teesdale Publishing Company Limited**

