

Number of
Company

1002487

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

MECCA LEISURE

LIMITED

Called by

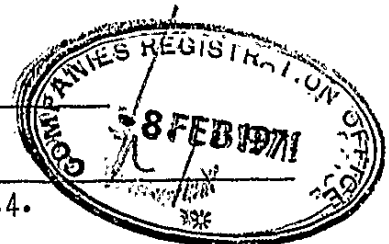
MR. JOHN KUSEL,

Document Filer's Reference JK/BJD

KIMBER BULL & CO.,

47 CANNON STREET,

LONDON, E.C.4.



Form No. 41
(The filing fee is 5s.)

I, JOHN KUSEL

of 47 CANNON STREET,

LONDON, E.C.4.

Do solemnly and sincerely declare that I am (a) _____

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

A SOLICITOR OF THE SUPREME COURT ENGAGED

IN THE FORMATION

of _____

MECCA LEISURE / Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 848. Queen Victoria
Street, in the City of
London
the 28th day of February
one thousand nine hundred and
seventy one.

Before me,

John Kusel

Note.—This margin is reserved for binding and must not be written across.

(H. J. 8024)

Number of
Company

1002487/2

107

STATEMENT OF THE NOMINAL CAPITAL

OF

MECCA LEISURE



LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £100

Signature

Description

Secretary

dated the

19th

day of

1971

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in formation.

Presented by

Presenter's Reference: JK/EJD

MESSRS. KIMBER BULL & CO.,

47 CANNON STREET,

LONDON, E.C.4.

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
Hanover Street W1R 9HG; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
& 21 North John Street, Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR;
and 14-22 Renfrew Court, Glasgow G2

No.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
MECCA LEISURE LIMITED

Incorporated the day of 19

KIMBER BULL & CO.,
47 CANNON STREET,
LONDON, E.C.4.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MECCA LEISURE LIMITED

1002487/3



1. The name of the Company is "MECCA LEISURE LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) To carry on the business of the promotion organisation and operation of leisure activities of every type including spectator sports and games and of caterers and restaurateurs in connection therewith.
 - (2) To carry on business as agents managers publishers and concessionaires for such leisure activities both in the United Kingdom and elsewhere for any Company or person.
 - (3) To deal in any way in and with appliances concessions copyrights and other rights patents concessions and licences and sell dispose of and use the same for the business of the Company.
 - (4) To acquire and deal with any property wheresoever real or personal, to carry on any trade or business, to erect any buildings, and generally to do all acts and things which, in the opinion of the Company or the directors may be conveniently, or profitably, or usefully, acquired and dealt with, carried on, erected or done by the Company in connection with the businesses aforesaid.
 - (5) To do all or any of the following acts or things, viz. to pay all expenses of and incidental to the formation of the Company; to sell, lease or dispose of any property of the Company; to draw, accept and negotiate negotiable instruments; to borrow money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company.
 - (6) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.



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 DESCRIPTION OF SUBSCRIBERS	Number of Shares taken by each Subscriber
--	---

GEORGE JOHN ROBERT PARNETT

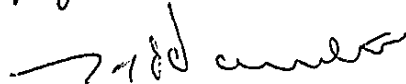
- ONE -

VILHA BLANCA

5, CRESCENT WOOD ROAD,

LONDON, S.E. 26.

Company Director.



GEORGEY VICTOR ARAN PARRY

- ONE -

DEBEN HOUSE,

128, MOUNTNESLING ROAD,

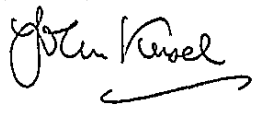
BILLERICA, ESSEX

Company Secretary



Dated this 2nd day of February 1971.

Witness to the above signatures -

 47 Cannon Street
London E.C.4. Director

1002487/4

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MECCA LEISURE LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company and shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

2. Regulations 6 of Part II of Table A and 71 and the Proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

3. The shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

GENERAL MEETINGS

4. Regulation 4 of Part II of Table A shall be read and construed as if the words "one member" were substituted for the words "two members" and Regulation 58 of Part I of Table A shall be read and construed as if in paragraph (b) the words "any member" were substituted for the words "at least three members" and as if paragraphs (c) and (d) of that regulation were omitted.

HOLDING COMPANY AND DIRECTORS

5. Whenever and so long as the Company shall be a subsidiary of another company (in this Article referred to as "the Holding Company") the following provisions shall apply namely :-

- (a) If the Holding Company shall deliver to this Company a notice in writing purporting to be signed by the Chairman or Managing Director (whether sole or joint) of the Holding Company and stating that any Share of this Company is held by the registered holder thereof as the nominee of the Holding Company (or, in the case of a Share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that Share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the Share or by his personal representatives or trustee in bankruptcy; and

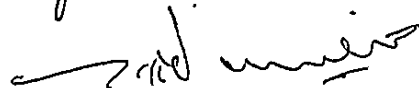
- (b) Subject to the provisions of the Act, a resolution in writing purporting to be signed on behalf of the Holding Company by its Chairman or Managing Director shall be as valid and effective as if it had been passed as an Ordinary Resolution at a General Meeting of this Company duly convened and held.
- (c) The Holding Company shall be entitled to appoint the Directors of the Company. Any person so appointed shall be subject to the provisions of Regulation 88 of Part I of Table A and may be removed from office by the Holding Company and another person may be appointed in his place. Every appointment or removal hereunder shall be by instrument in writing signed by a Director of the Holding Company, and such instrument shall only take effect on the service thereon at the Registered Office of this Company. If and when the Holding Company shall cease to be entitled as aforesaid to appoint Directors of this Company, any Director appointed in pursuance of this Article and then holding office shall ipso facto vacate the same, but while holding such office the provisions of Regulations 89 to 94 of Part I of Table A shall not apply to him. Until the Holding Company shall cease to be entitled to appoint Directors pursuant to this Article the provisions of Regulations 89 to 97 of Part I of Table A as to the appointment, retirement and removal of Directors shall be in abeyance.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GEORGE JOHN ROBERT PANNETT
VILLA BLANCA

5, CRESCENT WOOD ROAD,
LONDON, S.E. 26

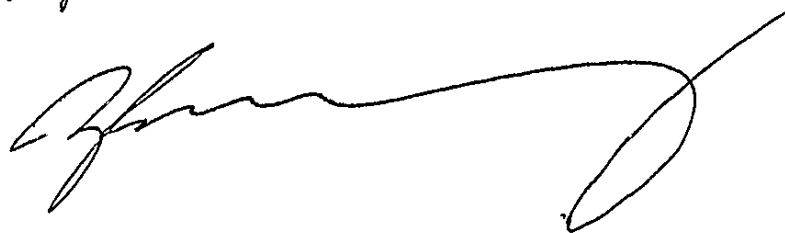
Company Director.



GEORGEY VICTOR ALAN PERRY

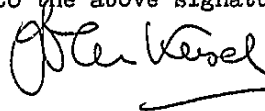
DEBEN HOUSE,
128, MOUNTNESSING ROAD,
BIRMINGHAM, ESSEX.

Company Secretary



Dated this 2nd day of February 1976.

Witness to the above signatures -

 & 7 Cornhill Street
London E.C.4. 6/1/76



CERTIFICATE OF INCORPORATION

No. 1002487

I hereby certify that

MECCA LEISURE LIMITED

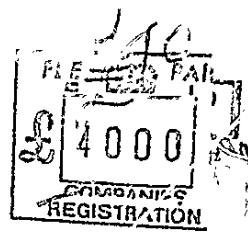
is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **15th FEBRUARY, 1971.**


(F. L. KNIGHT)

Assistant Registrar of Companies

819



No. 1002487

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MECCA LEISURE LIMITED

COMPANY LIMITED BY SHARES
INCORPORATED UNDER THE COMPANIES ACTS 1948 to 1980

SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the above named Company held at Mecca House, 76 Southwark Street, London, on 1st July 1981 the two subjoined Resolutions were duly passed as Special Resolutions of the Company —

SPECIAL RESOLUTION No. 1 - CHANGE OF NAME

"It was RESOLVED as a Special Resolution of the Company that the name of the Company be and is hereby changed to

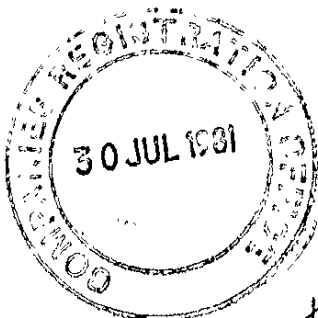
MECCA HOLDINGS LIMITED"

SPECIAL RESOLUTION No. 2 - ADOPTION OF NEW OBJECTS CLAUSE 3 IN THE COMPANY'S MEMORANDUM OF ASSOCIATION

"It was RESOLVED as a Special Resolution of the Company that the Company hereby adopts a new Objects Clause 3 in the Company's Memorandum of Association in the form of the draft thereof submitted to the meeting and initialled by the Chairman of the meeting for the purposes of identification, to the exclusion of the existing Objects Clause 3."

76 Southwark Street
London

1st July 1981



G. V. A. PERRY
Secretary

Identified true copy

Draft new primary objects for Mecca Holdings Limited (formerly Mecca Leisure Limited)

Adopt in place of 3

3. The objects for which the company is established are:
- (1) To carry on the business of a holding company in all its branches and in particular (but without prejudice to ^{the} generality of the foregoing) in the spheres of entertainment catering betting gaming and leisure activities of all kinds:
 - (a) to acquire and hold shares stock debentures debenture stock (perpetual or otherwise) bonds notes obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business or by any government sovereign ruler commissioners or public body or authority supreme, dependant, municipal, local or otherwise in any part of the world,
 - (b) to acquire and hold land buildings houses and other real or personal property, wheresoever situate and of any tenure, and any estate or interest or right therein, including mortgages charges annuities freehold or leasehold ground rents
 - (c) to acquire from and manage subsidiary companies, whether wholly or partially owned limited or unlimited and to subscribe to companies limited by guarantee and to acquire from or participate in businesses and firms
 - (2) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender,

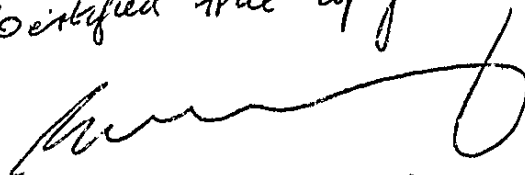
Certified true copy



purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise and to subscribe for the same, either conditionally or otherwise, with power to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

- (3) To carry on in any part of the world any other business which may seem to the Company capable of being conveniently carried on in connection with the above business or calculated directly or indirectly to further or facilitate the objects of the Company or of any of its subsidiary holding or associated companies or to enhance the value of or render more profitable any of the Company's or of any of its subsidiary holding or associated companies' property or generally to benefit the Company.
- (4) To carry on any business which the Company is authorised to carry on by means or through the agency of any subsidiaries, and to enter into any agreement with any such subsidiary for taking the profits and bearing the losses of any business so carried on, or for financing any such subsidiary or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business so carried on and generally to carry on the business of co-ordinating the group of companies comprising the Company and the subsidiaries for the time being of the Company.
- (5) onwards see attached

certified true copy



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(5) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(6) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(7) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(8) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(9) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(10) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(11) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

certified true copy



whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(12) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(13) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(14) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

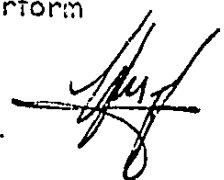
(15) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(16) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(17) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for cash, or for shares, debentures, or securities of any company purchasing the same.

(18) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

Certified true copy



(19) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(20) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(21) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(22) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

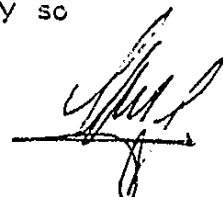
(23) To procure the Company to be registered or recognised in any part of the world.

(24) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(25) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so

certified true copy



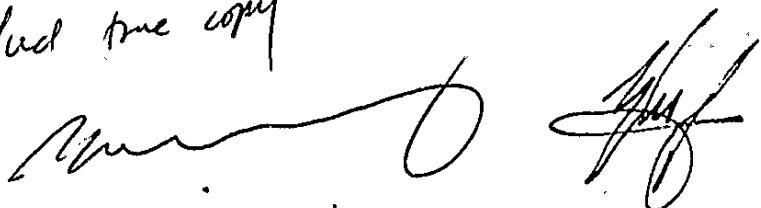
requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

~~4.5. The liability of the Members is limited:~~

Please ~~5.8. The share capital of the Company is~~ £100 divided
complete into 100 shares of £1 each.

~~(obscure 5 as at present)~~

Testified true copy



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1002487

43

I hereby certify that

MECCA LEISURE LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

MECCA HOLDINGS LIMITED

Given under my hand at Cardiff the

2ND SEPTEMBER 1981

A handwritten signature in cursive script, appearing to read 'E. Wilson'.

Assistant Registrar of Companies

10

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not write in
this binding margin ↓Please complete legibly,
preferably in black type,
or bold block lettering.* delete if
inappropriate† delete as
appropriate

Note
This notice and a
printed copy of the
resolution authorising
the increase must be
forwarded to the Registrar
of Companies within
15 days after the passing
of the resolution

To the Registrar of Companies

For official use

Company number

Name of Company

47

1002487

MECCA HOLDINGS

Limited *

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by
[ordinary] [extraordinary] [special] † resolution of the company dated 20th September, 1982
the nominal capital of the company has been increased by the addition thereto of the sum
of £ 9,909,700 beyond the registered capital of £ 100

A printed copy of the resolution authorising the increase is forwarded herewith.
The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
9,909,700	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which
the new shares have been or are to be issued are as follows:

Please tick here if
continued overleaf ☐

Signed

[Director] [Secretary] † Date 20th September 1982

Presenter's name, address and
reference (if any):

Slaughter and May,
35 Basinghall Street,
London, EC2V 5DB.

(MR/PFJB)

For official use
General section

Post room

77



Company No. 1002487/48.

16/11

Company Limited by Shares

MECCA HOLDINGS LIMITED

SPECIAL RESOLUTIONS

passed 20th September, 1982

At an Extraordinary General Meeting of the Company duly convened and held on 20th September 1982, the following resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

- (i) THAT, with a view to the acquisition of the whole of the issued share capital of Warner Holidays Limited other than 200,000 6 1/4% Cumulative Preference Shares of £1 each, the authorised share capital of the Company be increased from £100 to £9,909,800 by the creation of 9,909,700 Shares of £1 each
- (ii) THAT the Directors be and they are hereby authorised for a period of five years from the date on which this Resolution is passed to allot and issue the whole of the unissued share capital of the Company at the date hereof to such persons at such times and on such conditions as they think fit.

76 Southwark Street
London SE1 0PP
20th September, 1982

By Order of the Board

G. V. A. Perry

Secretary



Accepted from company

[Signature]
Secretary.



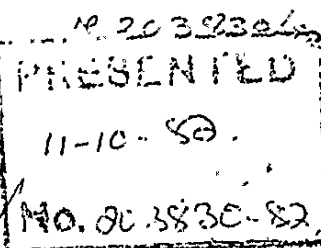
1002487/49

Certified to be a true copy

SL. J. J. AND MAY

35 BASINGHALL STREET, EC2V 5DB

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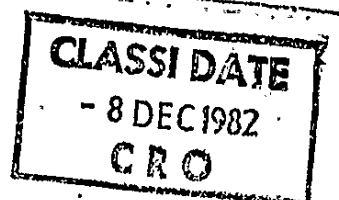


THIS AGREEMENT is made the *Twentieth* ~~Seventeenth~~ day of September One thousand nine hundred and eighty-two BETWEEN GRAND METROPOLITAN PUBLIC LIMITED COMPANY (registered number: 291848) whose registered office is at 11-12 Hanover Square, London W1A 1DP (hereinafter referred to as "Grand Metropolitan") of the one part and MECCA HOLDINGS LIMITED (registered number: 1002487) whose registered office is at 76 Southwark Street, London SE1 OPP (hereinafter referred to as "Mecca") of the other part

WHEREAS:

(A) Warner Holidays Limited whose registered office is at 76 Southwark Street, London SE1 OPP (hereinafter referred to as "warrers") is a company limited by shares incorporated in England under the Companies Act 1929 (registered number 351158) and has a share capital of £2,162,572, divided into 300,000 6 1/4% Cumulative Preference Shares of £1 each, 4,800,000 Ordinary Shares of 10p each, 4,800,000 Deferred Shares of 10p each, 3,512,862 'A' Ordinary Shares of 10p each, 3,512,858 'A' Deferred Shares of 10p each and 2,000,000 unclassified shares of 10p each of which 200,000 6.1/4% Cumulative Preference Shares of £1 each, 4,800,000 Ordinary Shares of 10p each, 4,800,000 Deferred Shares of 10p each, 3,512,858 'A' Ordinary Shares of 10p each and 3,512,858 'A' Deferred Shares of 10p each have been issued and are fully paid up or credited as fully paid up.

(B) Grand Metropolitan is the beneficial owner and registered holder in respect of the whole of the issued share capital of Warners other than 200,000 6 1/4%



Cumulative Preference Shares of £1 each (hereinafter referred to as the "Shares").

(C) A Resolution in the form set out in the Schedule hereto increasing the authorised share capital of Mecca to £9,909,800 by the creation of 9,909,700 shares of £1 each with a view to the acquisition by Mecca of the Shares will be proposed at an Extraordinary General Meeting of Mecca to be held today.

(D) Mecca is a company limited by shares incorporated in England on 15th February, 1971 under the Companies Acts 1948 to 1967 and, immediately prior to the passing of the Resolution referred to in Recital (C) above, has an authorised share capital of £100 divided into 100 Shares of £1 each all of which have been issued and are fully paid.

(E) Grand Metropolitan is the registered and beneficial owner of 99 Shares of £1 each in Mecca and is the beneficial owner of 1 Share of £1 which is registered in the name of Grand Metropolitan Investments Limited and is held by such Company as nominee for Grand Metropolitan.

(F) Grand Metropolitan has agreed to sell and Mecca has agreed to purchase the Shares for the consideration and subject to the terms and conditions herein contained.

NOW IT IS HEREBY AGREED as follows:-

1. Subject to the passing by Mecca of the Resolution referred to in Recital (C) Grand Metropolitan shall sell and Mecca shall purchase the Shares free from all liens charges or encumbrances whatsoever and together

with all rights now attaching thereto including the right to all dividends which may hereafter be declared or paid thereon.

2. The Shares shall be sold and purchased as at the date hereof.

3. The consideration for the said sale and purchase shall be the allotment and issue by Mecca of 9,909,700 shares of £1 each credited as fully paid to Grand Metropolitan.

4. Completion shall be effected as soon as possible after the signing of this Agreement when Grand Metropolitan will procure that Mecca will be registered as holder of the Shares and Mecca shall allot and issue the said 9,909,700 shares of £1 each credited as fully paid to Grand Metropolitan.

5. Mecca shall procure this Agreement to be delivered to the Registrar of Companies for registration in accordance with Section 52 of the Companies Act 1948.

6. Grand Metropolitan and Mecca intend to continue to be associated for the purposes of Section 42 of the Finance Act 1930 and Section 27 of the Finance Act 1967, and:-

- (a) Mecca intends to continue to be the beneficial owner of the Shares to be acquired by it pursuant to this Agreement; and
- (b) Grand Metropolitan intends to continue to be the beneficial owner of the whole of the issued share capital of Mecca following this Agreement.

IN WITNESS whereof this Agreement has been entered into
the day and year first above written.

SCHEDULE

Text of Resolution

That, with a view to the acquisition of the whole
of the issued share capital of Warner Holidays Limited
other than 200,000 $\frac{1}{4}$ % Cumulative Preference Shares
of £1 each, the authorised share capital of the
Company, be increased from £100 to £9,909,800 by the
creation of 9,909,700 shares of £1 each.

SIGNED for and on
behalf of GRAND
METROPOLITAN
PUBLIC LIMITED COMPANY
in the presence of:-

)
)
)
)
)

T. J. W.

SIGNED for and on
behalf of MECCA
HOLDINGS LIMITED
in the presence of:-

)
)
)
)
)

[Signature]
Secretary

H. J. Jones.

76, SOUTHWARK ST.
LONDON S.E. 1.

Chartered Accountant.

20th 4/
DATED 17th September 1982

GRAND METROPOLITAN PUBLIC
LIMITED COMPANY

-- and --

MECCA HOLDINGS LIMITED

AGREEMENT

- for -

the sale and purchase of
shares of Warner Holidays
Limited

Slaughter and May (MR/PFJB)
35 Basinghall Street
London EC2V 5DB.

No. 1002487

161



THE COMPANIES ACT 1985

Company Limited by Shares

SPECIAL RESOLUTION

of

MECCA HOLDINGS LIMITED

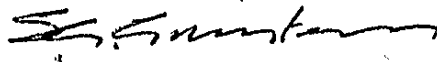
(passed on 29th January, 1986)

At an Extraordinary General Meeting of the Company duly convened and held on 29th January, 1986 the following resolution was duly passed as a Special Resolution:

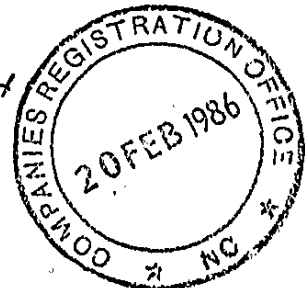
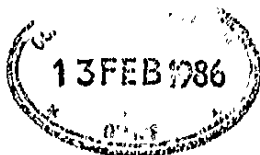
SPECIAL RESOLUTION

That the Company's name be changed to 'Grand Metropolitan Nominee Company Limited'.

The Royal Bank Scoe
£40
010535



Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1002487

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I hereby certify that

MECCA HOLDINGS LIMITED

having by special resolution changed its name, is now
incorporated under the name of

GRAND METROPOLITAN NOMINEE COMPANY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

26TH FEBRUARY 1986

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

Company No 1002487

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

OF

GRAND METROPOLITAN NOMINEE COMPANY LIMITED

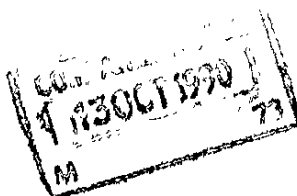
Passed 28 September, 1990

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 11/12 Finsbury Square, London W1A 1DP on 28 September, 1990 the following resolution was passed as an ELECTIVE RESOLUTION in accordance with section 379A of the Companies Act 1985 ("the Act"):

RESOLUTION

That the Company hereby elects:

1. pursuant to S.366A of the Act, to dispense with the holding of annual general meetings;
2. pursuant to S.252 of the Act, to dispense with the laying of accounts before the Company in general meeting; and
3. pursuant to S.386 of the Act, to dispense with the obligation to appoint auditors annually.




Chairman

Company No. 1002487

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION


OF

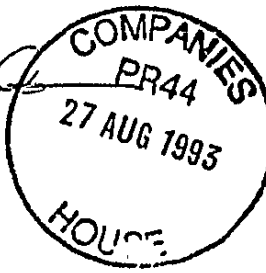
**GRAND METROPOLITAN NOMINEE
COMPANY LIMITED**

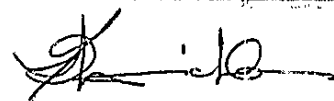
Passed 27 August 1993

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 20 St James's Square, London SW1Y 4RR on 27 August 1993 the following resolution was duly passed as a SPECIAL RESOLUTION :-

THAT the regulations contained in the printed document marked "A" submitted to this meeting and, for the purpose of identification, signed by the Chairman hereof be hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof.


Chairman




"A"

ARTICLES OF ASSOCIATION

of

GRAND METROPOLITAN NOMINEE COMPANY LIMITED

Adopted on 27 August 1993

Adoption of Table A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

Interpretation

2. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction. If, and for so long as, the company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

Rights attached to shares

3. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide, or if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

Unissued shares

4. Subject to the provisions of the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such

persons at such times and for such consideration and upon such terms and conditions as they may determine.

Initial authority to issue relevant securities

5. Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of these articles or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of adoption of these articles but may be revoked, varied or renewed from time to time by the company in general meeting in accordance with the Act.

Exclusion of pre-emption rights

6. Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

Transfer of shares

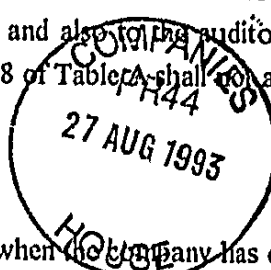
7. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

Notice of general meetings

8. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms or issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of regulation 38 of Table A shall not apply.

Proceedings at General Meetings

9. For all purposes of these articles apart from when the company has only one member, a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more



corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly. If, and for so long as, the company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the company or of the holders of any class of shares. Regulation 40 of Table A shall be modified accordingly.

Votes of members

10. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

Members may vote when money payable by them

11. Regulation 57 of Table A shall not apply.

Delivery of proxies

12. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such as instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

Alternate directors

13. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

Power to provide for employees

14. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Power to receive uncalled moneys

15. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

Delegation of directors' powers

16. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

Appointment and removal of directors by majority shareholders

17. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).

Appointment of directors by board

18. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

No age limit or share qualification

19. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

Exclusion of rotation requirements and other provisions

20. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

Disqualification and removal of directors

21. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

Directors' gratuities and pensions

22. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

Notice of board meetings

23. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the

directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

Participation in board meetings by telephone

24. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

Directors may vote when interested

25. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply.

Official seal

26. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

Notices

27. Any notice or other document may be served on or delivered to any member by the company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

Time of service

28. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.