

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* Haymarket Group Limited

* insert full
name of Company

I, Geoffrey Ronald Davies

of 10, Tower Court
Monmouth Street

London WC2

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ ^{SA}
[person named as director ~~secretary~~ of the company in the statement delivered to the registrar under
section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above
company and of matters precedent and incidental to it 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 38 Monmouth Street

London WC2H 9EE

Declarant to sign below

the 5th day of April

One thousand nine hundred and ninety three

before me S. J. KIR S. Rose

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

Titmuss Sainer & Webb
2 Serjeants' Inn
London

EC4Y 1LT

Ref: CA198/

071-583 5353

H400-231

For official Use

New Companies Section

Post room

COMPANIES HOUSE

6 APR 1993

STAT-PLUS

Published with the approval of
Companies House, Cardiff.
(Approved CHA 3)



10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name *(in full)*

CN

For official use ☐

HAYMARKET GROUP LIMITED

Registered office of the company on
incorporation.

RO

12/14 ANSDELL STREET

Post town LONDON

County/Region

Postcode W8 5TR

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

TITMUSS SAINER & WEBB

2 SERJEANTS' INN

LONDON

Postcode EC4Y 1LT

Telephone 071 583 5353

Ref: Extension CA198

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS**

PHILIP STANLEY

GOODMAN

AD 118 LOWER LUTON ROAD

Post town HARPENDEN

County/Region HERTFORDSHIRE

Postcode AL5 5AN Country ENGLAND

I consent to act as secretary of the company named on page 1

Signed

Date

5 11 93

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD**

GEOFFREY RONALD

DAVIES

AD 10 TOWER COURT

Post town LONDON

County/Region

Postcode WC2H 9NU Country ENGLAND

DO 2 8 0 9 4 7Nationality **NA** BRITISH**OC** SOLICITOR**OD** HAYMARKET PUBLISHING SERVICES LIMITED

I consent to act as director of the company named on page 1

Signed

Date

5.4.93

Directors (continued)

(See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature**CD****AD**

Post town

County/Region

Postcode

Country

DD

Nationality

NA**OC****OD**

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

No.

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HAYMARKET GROUP LIMITED



2809261

1. The name of the Company is "HAYMARKET GROUP LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - 3.1 to carry on the business of a holding company in all its branches and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary

interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit: generally to hold, manage, develop, lease, sell or dispose of the same, and to vary any of the investments of the Company; to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of any description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company.

3.2 to carry on within and without the United Kingdom the businesses of publishers, printers, exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail, in commodities of every description and all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world;

3.3 to carry on any other trade or business, whether subsidiary or not, which may appear to the Company likely to be carried on conveniently or advantageously in conjunction with any of the above trades or

businesses or which is likely to be profitable to the Company or is calculated directly or indirectly to enhance the value of any of the property, rights or assets of the Company;

- 3.4 to construct, erect, maintain, alter, repair, replace or remove any buildings, works, structures, roads, plant, machinery, tools or equipment as may seem desirable for any of the trades or businesses of the Company;
- 3.5 to buy, grow, process, prepare, manufacture, repair, alter and improve all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things of all descriptions which may conveniently be dealt with in connection with any of the objects of the Company or which are likely to be required by customers or other persons or companies having or about to have dealings with the Company;
- 3.6 to apply for or otherwise acquire any patents, patent rights, trade marks, names, copyrights, licences, privileges or processes for or in any way relating to any of the trades or businesses of the Company and to grant licences for the use of the same;
- 3.7 to purchase, take on lease or in exchange, hire or otherwise acquire, develop, hold and manage for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary, suitable or convenient for the purposes of or in connection with any of its trades or businesses;
- 3.8 to purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities

and transactions of any person or company;

- 3.9 to pay for any property, assets or rights acquired by the Company either in cash or by the issue of fully or partly paid shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures, bonds or other securities, with or without special rights or privileges, on such terms as the Company may determine;
- 3.10 to work, improve, manage, develop, lease, let on hire, grant licences, easements and other rights in or over, turn to account or otherwise deal with all or any part of the property, rights or assets of the Company;
- 3.11 to sell, dispose of or otherwise deal with the property, business, undertaking or assets of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company, and to take or hold mortgages, liens and charges to secure the payment of the whole or any part of the purchase price thereof;
- 3.12 to enter into partnership or amalgamation with any person or company for the purpose of carrying on any business or transaction within the objects of the Company and to enter into such arrangement for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable;
- 3.13 to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, which may seem conducive to the objects of the Company or any of them and to apply for, promote and obtain any

statute, order, regulation, contract, decree, right, privilege, concession, licence or authorisation from any such Government or authority or from any department thereof for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to carry out, exercise and comply with the same;

3.14 to borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner and to such person or company as the Company shall think fit;

3.15 to mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue as primary or collateral or other security at par or at a premium or a discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures, debenture stock, mortgages, charges or other securities either permanent or redeemable and collaterally or further to secure any securities of the Company by a trust deed or other assurance;

3.16 to give credit to or become surety or guarantor for any person or company, and to give all descriptions of guarantees and indemnities and, either with or without the Company receiving any consideration, to guarantee or

otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, and the uncalled capital of the Company) the performance of the obligations, and the payment of the capital or principal of, and dividends or interest on, any stocks, shares, debentures, debenture stock, notes, bonds or other securities, of any person, authority (whether supreme, local, municipal or otherwise) or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company, or a subsidiary undertaking of the Company's holding company or of the Company, or any other company associated with the Company in business; the expressions "holding company" and "subsidiary undertaking" shall when used in this Memorandum of Association have the same meanings respectively as in the Companies Act 1985;

- 3.17 to advance, deposit or lend money, securities and property to or with such persons or companies on such terms with or without security upon such property, rights and assets as may seem expedient, to undertake the provision of hire purchase and credit sale finance and to act as factors;
- 3.18 to invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner and upon such terms as may from time to time be determined;
- 3.19 to make, draw, accept, endorse, discount, and negotiate, issue or execute bills of exchange, promissory notes, bills of lading, warrants and other negotiable,

transferable or mercantile instruments;

- 3.20 to pay all or any of the costs and expenses of, and preliminary and incidental to, the formation, promotion and incorporation of the Company, whether incurred before or after its registration;
- 3.21 to pay commissions to and remunerate any person or company for services rendered to the Company and in particular in placing or assisting to place any of the shares in the capital of the Company, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business whether by cash payment or by the allotment of shares or securities of the Company, credited as paid up in full or in part or otherwise, as may be deemed expedient;
- 3.22 to make donations to such persons or companies and, in such cases, either by cash or by other assets, as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient;
- 3.23 to adopt such means for making known any services provided by the Company and keeping the same before the public as may be deemed expedient and in particular to employ advertising and public relations techniques of all kinds;
- 3.24 to vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company;

- 3.25 to distribute among the members in specie any property of the Company, or any proceeds of sale, disposal or realisation 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) for the time being required by law;
- 3.26 to establish or promote any company for the purpose of acquiring all or any of the assets and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company or to further any of the objects of the Company;
- 3.27 to appoint any person or company to be the agent or agents of the Company and to act as agents, secretaries, managers, contractors or in any similar capacity;
- 3.28 to insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interest, goodwill or influence or other assets and to pay the premiums on such insurance;
- 3.29 to support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its officers or employees, or the officers or employees of its predecessors in business or any subsidiary undertaking or associated company, or which may be connected with any town or other place where the Company carries on business, and to give pensions, gratuities or charitable aid to any officer, former officer, employee or former employee of the Company or its predecessors in business

or any subsidiary undertaking or associated company, or to the wives, children or other relatives or dependants of such persons, and to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any officers or employees of the Company, its predecessors in business or any subsidiary undertaking, or associated company, and to subsidise or assist any association of employers or employees or any trade association, and to promote, enter into and carry into effect any scheme for the sharing of profits with employees or the grant of options and other benefits to employees;

- 3.40 to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify

or to exempt any such person against or from any such liability;

- 3.41 to procure the Company to be registered or recognised in any country or place outside the United Kingdom;
- 3.42 to do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees or otherwise, or by or through trustees, agents, sub-contractors or otherwise, and either alone or in conjunction with others;
- 3.43 to do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that the objects specified in each sub-clause of this clause shall be regarded as independent objects and accordingly shall be in no way limited or restricted (except when otherwise expressed in such sub-clause) by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub-clause but may be carried out and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.


- 4. The liability of the members is limited.
- 5. The share capital of the Company is £520,000 divided into 52,000,000 shares of 1p each with power to increase the capital and to consolidate and sub-divide the same.

The shares in the original or increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares in the capital of the Company set opposite my name below.

NAME AND ADDRESS
OF SUBSCRIBER

Number of Shares
taken by Subscriber


GEOFFREY RONALD DAVIES
10 Tower Court
Monmouth Street
London WC2

One

Total Shares taken

One

DATED 5th day of April 1993

WITNESS to the above Signature:-

B. Quicke
Flat 1A, 1 Mackenzie Road
Beckenham
Kent BR3 4RT
Secretary

No.



The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
HAYMARKET GROUP LIMITED

Incorporated	1993
--------------	------

TITMUSS SAINER & WEBB
2 Serjeants' Inn
London EC4Y 1LT

CA1044J/V.2

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
HAYMARKET GROUP LIMITED**

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (which Table is hereinafter referred to as "Table A") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these articles, apply to the Company and shall together with these articles constitute the regulations of the Company.
- 1.2 Regulations 3, 35, 40, 41, 46, 47, 50, 53, 59, 60, 64, 69, 73 to 80, 87, 89, 93 to 98, 112 and 115 of Table A shall not apply to the Company.
- 1.3 In these articles "the Act" means the Companies Act 1985 as amended by the Companies Act 1989 or any statutory re-enactment or modification thereof for the time being in force.

2. SHARE CAPITAL

- 2.1 The share capital of the Company is £520,000 divided into 52,000,000 shares of 1p each.
- 2.2 Subject to the provisions of the Act the Company may:-
- 2.2.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder,

on such terms and in such manner as may be set out in these articles or (as to the date of redemption only) as may be determined by the directors prior to the date of issue;

2.2.2 purchase its own shares (including any redeemable shares);

2.2.3 to the extent permitted by section 171 of the Act, make a payment in respect of the redemption or purchase of any of its own shares (including any redeemable shares) otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

2.3 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to allot, to grant options, rights of subscription or conversion over or otherwise to dispose of shares of an aggregate amount of not more than the unissued share capital on the date of incorporation of the Company to such persons (whether existing shareholders or not), on such terms and conditions as they think proper and at any time up until 30th June 1993 when such authority shall expire.

2.4 The authority granted to the directors under article 2.3 shall permit the directors after the expiry of the period of the said authority to allot any shares or grant any such rights in pursuance of an offer or agreement so to do made by the Company within that period.

2.5 Section 89(1) of the Act shall not apply to the allotment of equity securities in the Company.

- 2.6 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

3. LIEN

The lien conferred by Regulation 8 of Table A shall also attach to fully paid up shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

4. TRANSFER AND TRANSMISSION

- 4.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share and regulation 24 of Table A shall be modified accordingly.

- 4.2 The directors may at any time give notice requiring a person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to become the holder of the share or to have some person nominated by him registered as the transferee, and if the notice is not complied with within 90 days the directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.

5. **PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 No business shall be transacted at any meeting unless a quorum is present.
- 5.2 Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member, shall be a quorum.
- 5.3 If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present:-
- 5.3.1 the meeting, if convened upon the requisition of members, shall be dissolved;
- 5.3.2 in any other case, it shall stand adjourned until the same day in the next week at the same time and place, or such other day, time and place as the directors may determine, and if at the adjourned meeting a quorum is not present or ceases to be present then the member or members present shall be a quorum.
- 5.4 Notwithstanding the provisions of articles 5.2 and 5.3, when at any time there is only one member, one member present in person or by proxy shall be a quorum.
- 5.5 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on a declaration of the result of, the show of hands a poll is duly demanded.

- 5.6 A poll may be demanded by any member having the right to vote at the meeting.
- 5.7 A demand for a poll by a person as proxy for a member shall be the same as a demand by the member.
- 5.8 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to have a casting vote.
- 5.10 A resolution in writing signed by all the members of the Company entitled to receive notice of and to attend and vote at a general meeting or by their duly appointed proxies or attorneys:-
- 5.10.1 shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held; and
- 5.10.2 any such resolution in writing may be contained in one document or in several documents in the same terms each signed by one or more of the members or their proxies or attorneys, and signature in the case of a body corporate which is a member shall be sufficient if made by a director thereof or by its duly authorised representative.

6. VOTES

6.1 On a poll votes may be given either personally or by proxy.

6.2 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor (or, if a corporation, under the hand of a duly authorised officer of the corporation) and shall be in such form as the directors may determine or, failing such determination, in any usual form.

7. DIRECTORS

7.1 The number of the directors shall be determined by the Company in general meeting but unless and until so determined there shall be no maximum number of directors and the minimum number of directors shall be one.

7.2 A sole director shall have authority to exercise all the powers and discretions vested in the directors generally and article 10.1 and regulation 90 shall be modified accordingly.

7.3 A director or alternate director shall not require any share qualification but any director or alternate director who is not a member of the Company shall nevertheless be entitled to receive notices of and attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

7.4 A person may be appointed a director notwithstanding

that he shall have attained the age of seventy years or any other age and no director shall be liable to vacate office by reason of his attaining that or any other age, nor shall special notice be required of any resolution appointing or approving the appointment of such a director or any notice be required to state the age of the person to whom such resolution relates.

8. APPOINTMENT OF DIRECTORS

8.1 The Company may by ordinary resolution appoint another person in place of a director removed from office by resolution of a general meeting in accordance with the Act, and (without prejudice to the powers of the directors under the next following article) the Company by ordinary resolution may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

8.2 The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these articles as the maximum number of directors.

9. POWERS OF DIRECTORS

9.1 Without prejudice to the powers conferred by regulation 70 of Table A the directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances

and emoluments to, any persons (including directors and other officers) who are or were at any time in the employment or service of the Company, or of any undertaking which is or was a subsidiary undertaking of the Company or allied to or associated with the Company or any such subsidiary undertaking, or of any of the predecessors in business of the Company or of any such other undertaking, and the spouses, widows, widowers, families and dependants of any such persons, and make payments to for or towards the insurance of or provide benefits otherwise for any such persons.

9.2 Without prejudice to the provisions of regulation 70 of Table A and of article 15 the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time:-

9.2.1 directors, officers, employees or auditors of the Company or of any other company which is its holding company, or in which the Company or such holding company has any interest whether direct or indirect, or which is in any way allied to or associated with the Company or such holding company, or of any subsidiary undertaking of the Company or of such other company;

9.2.2 trustees of any pension fund in which employees of the Company or of any other such company or subsidiary undertaking are interested;

including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported exercise execution and/or discharge of their powers or duties and/or otherwise in relation

to their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or pension fund.

10. PROCEEDINGS OF DIRECTORS

10.1 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed it shall be two persons.

10.2 An alternate director who is not himself a director may, if his appointor is not present, be counted towards the quorum.

10.3 In the case of an equality of votes, the chairman shall not have a second or casting vote and regulation 82 shall be modified accordingly.

10.4 A meeting of the directors may, subject to notice thereof having been given in accordance with these articles, be for all purposes deemed to be held when a director is or directors are in communication by telephone or television with another director or directors and all of the said directors agree to treat the meeting as so held, provided that the number of the said directors constitutes a quorum of the board hereunder, and a resolution made by a majority of the said directors in pursuance of this article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

10.5 A resolution signed in writing by all the director entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and

effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor, and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

10.6 A director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company:-

10.6.1 shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act;

10.6.2 subject to such disclosure, shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

11. ALTERNATE DIRECTORS

11.1 If an alternate director shall be himself a director or shall attend any such meeting as an alternate for more than one director his voting rights shall be cumulative.

11.2 If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability, the signature of an alternate director to any resolution in writing of the directors shall be as effective as the signature of his appointor.

11.3 An alternate director shall not (save as provided in this article 11) have power to act as a director nor shall he be deemed to be a director for the purposes of these articles, but he shall be an officer of the Company and shall not be deemed to be the agent of the director appointing him.

11.4 An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

12. THE SEAL

Where the Act so permits, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

13. DIVIDENDS

The directors may deduct from any dividend payable on or in respect of a share all sums of money presently payable by the holder to the Company on any account whatsoever.

14. NOTICES

14.1 A notice may be given by the Company to any member in writing either personally or by sending it by pre-paid post or facsimile telecopier ("fax") to his registered address within the United Kingdom supplied by him to the Company for the giving of notice to him, but in the absence of such address the member shall not be entitled to receive from the Company notice of any meeting.

14.2 In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

14.3 A properly addressed and pre-paid notice sent by post shall be deemed to have been given upon the day following that on which the notice is posted.


14.4 A notice given by fax shall be deemed to have been given at the expiry of 24 hours after it is sent by the Company to the relevant fax number provided by the member for the purpose of the giving of notices to him.

15.

INDEMNITY

Subject to the provisions of and so far as may be permitted by the Act, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred or sustained by him in the execution and discharge of his duties or otherwise in relation thereto. Regulation 118 of Table A shall be extended accordingly.

NAME AND ADDRESS OF SUBSCRIBER


GEOFFREY RONALD DAVIES
10 Tower Court
Monmouth Street
London WC2

DATED this

5th

day of

April

1993

WITNESS to the above Signature:-

B. Guichen
Flat 1A, 1 Mackenzie Rd
Beckenham
Kent BR3 4RT

Secretary

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2809261

I hereby certify that

HAYMARKET GROUP LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 14 APRIL 1993

P. Bevan
P. BEVAN

an authorised officer