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COMPANIES HOUSE

Company number: 2809261

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**HAYMARKET GROUP LIMITED (the "Company")**

**Company registered office: 174 Hammersmith Road, London W6 7JP**

**WRITTEN RESOLUTIONS OF THE MEMBERS**

**CIRCULATION DATE: 15 JULY 2010 (the "Circulation Date")**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (together the "Special Resolutions")

Unless otherwise stated or the context otherwise requires, terms defined in the Facility Agreement (as defined below) shall have the same meaning when used in this resolution

**SPECIAL RESOLUTIONS**

**1 THAT the terms of and the transactions contemplated by**

- (a) a senior term and revolving facilities agreement to be made between, inter alia, the Company and The Royal Bank of Scotland plc acting as Arranger, Agent and Security Trustee, National Westminster Bank Plc as Original Lender and Original Hedge Counterparty and The Royal Bank of Scotland plc (as agent for National Westminster Bank Plc) as Ancillary Lender (together the "Bank") which the Company is proposing to enter into (the "Facilities Agreement"),
- (b) an intercreditor agreement to be entered into between, amongst others, (1) the Company, (2) the Original Borrowers (as defined therein), (3) the Original Guarantors (as defined therein) and (4) the Finance Parties (as defined therein),
- (c) a composite debenture to be entered into between, (1) The Royal Bank of Scotland plc as Security Trustee and (2) the Charging Companies (as defined therein);
- (d) an arrangement fee letter to be entered into between (1) the Company and (2) The Royal Bank of Scotland plc as arranger,
- (e) an agency fee and security trustee fee letter to be entered into between (1) the Company and (2) The Royal Bank of Scotland plc as agent and security trustee;
- (f) a syndication side letter to be entered into between (1) the Company and (2) The Royal Bank of Scotland plc,
- (g) copies of any other Finance Document (as defined in the Facilities Agreement) to which the Company was party,
- (h) the proposed supplemental agreement relating to the buy in agreement entered into on 27 April 2006 by the Company, Simon Tindall, the Trustees of Simon Tindall's 1972 Settlement, the Rt Hon The Lord Heseltine CH and the Rt Hon The Lord Heseltine CH and others relating to the purchase by the Company of Ordinary Shares of 1p each in the Company to be entered into between (1) the

Company (2) Simon Papillon Tindall (3) The Rt Hon. The Lord Heseltine, C.H. (4) The Rt Hon. The Lord Heseltine and others (5) Jane Chattey, Mark Tindall and Victoria Louise Johnston, in the form supplied to members of the Company when this resolution was supplied to members for signature, and

- (1) such other documentation and actions as may be required to be entered into or taken by the Company in connection with the Facilities Agreement and the Finance Documents,

(the documents referred to in paragraphs (a) to (1) above being together referred to as the "Relevant Documents")

be and are hereby approved and that the entry by the Company into the Relevant Documents be and is hereby approved and the Company be authorised and directed to enter into and perform its obligations under the Relevant Documents on the terms thereof

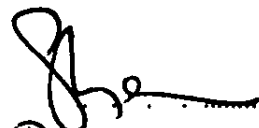
- 2 THAT, notwithstanding any provisions of the Company's Articles of Association or any personal interest of any of the Company's Directors, the Company's Directors be and are hereby empowered, authorised and directed, to execute and deliver the Relevant Documents in the form attached with such amendments to them as they shall in their absolute discretion think fit on behalf of the Company (in such manner as they think fit).
- 3 THAT, the giving of the guarantees and indemnity by the Company under the Facilities Agreement, the granting of security by the Company under the Debenture, the subordinating of certain rights by the Company under the Intercreditor Agreement and the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents in the form attached is to the commercial benefit and advantage of the Company and its members as a whole and will be most likely to promote the success of the Company for the benefit of its members as a whole

#### AGREEMENT TO THE SPECIAL RESOLUTIONS

Please read the notes below before signifying your agreement to the Special Resolutions.

The undersigned, being members of the Company and entitled to vote on the Special Resolutions on the Circulation Date, hereby irrevocably agree to the Special Resolutions

Signed



SEAN GERAGHTY

DIRECTOR  
DECHERT NOMINEES LIMITED

Date

15 JULY 2010

## NOTES

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - **by hand** delivering the signed copy to Helen Ewing at Lewis Silkin LLP, 5 Chancery Lane, Clifford's Inn, London EC4A 1BL
  - **post** returning the signed copy by post to Helen Ewing at Lewis Silkin LLP, 5 Chancery Lane, Clifford's Inn, London EC4A 1BL
  - **fax** faxing the signed copy to 020 7864 1259 marked "for the attention of Helen Ewing".
  - **email** by attaching a scanned copy of the signed document to an email and sending it to [helen.ewing@lewissilkin.com](mailto:helen.ewing@lewissilkin.com)
2. If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. Unless, by 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolutions to be passed, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send the power or authority (or a duly certified copy of it) to the Company in hard copy form when returning this document in hard copy form.
- 6 The above fax number and email address may only be used for returning this document to the Company. They may not be used for any other purpose
7. Where shares are held jointly, only the vote of the senior holder will be counted by the Company The order in which the joint holder's names appear on the register of members determines seniority