

Company number
6560378

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION

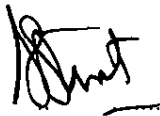
of

WH SMITH TRAVEL LIMITED

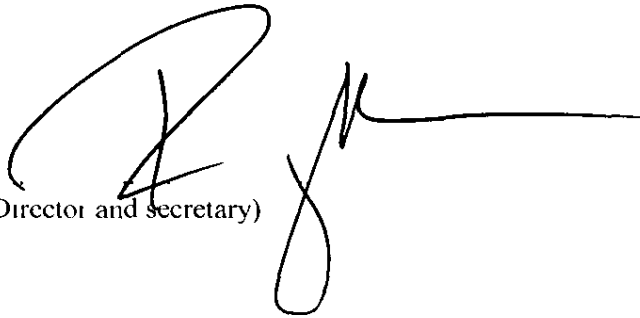
UNDLER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By a written resolution dated 1 September 2008 the sole member of the Company agreed to the following resolution being passed as a special resolution

- 1 **THAT** the authorised share capital of the Company be increased from £100 divided into 100 ordinary shares of £1 each to £289,000,000 divided into 96,000,100 ordinary shares of £1 each and 193,000,000 preference shares of £1 each by the creation of 96,000,000 ordinary shares each ranking par passu in all respects with the existing ordinary shares of the Company and the creation of 193,000,000 preference shares
- 2 **THAT** The Company adopt new articles at association as circulated by the directors of the Company to the sole member on 1 September 2008



For WH Smith Travel Limited (Director and Secretary)



TUESDAY



LD3

09/09/2008

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COMPANIES HOUSE

**THE COMPANIES ACT 1985 AND
THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
WH SMITH TRAVEL LIMITED**

INCORPORATED ON 9 APRIL 2008

No. 6560378



**ALLEN & OVERY
ALLEN & OVERY LLP
LONDON**

Company number
6560378

**THE COMPANIES ACT 1985 AND
THE COMPANIES ACT 2006**

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WH SMITH TRAVEL LIMITED

- 1 The Company's name is **WH Smith Travel Limited** ¹
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are
 - (a) to carry on business as a general commercial company,
 - (b) to carry on any trade or business whatsoever,
 - (c) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it,
 - (d) to do all such things as the directors consider to be desirable or for the benefit of the Company,
 - (e) to borrow or raise money by any method and to obtain any form of credit or finance,
 - (f) to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking or assets of the Company,
 - (g) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company,
 - (h) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company,
 - (i) to dispose of all or any part of the undertaking, assets and liabilities of the Company,

¹ The Company was incorporated with the name Alnery No 2784 Limited and changed its name to its present name on 30 June 2008

- (j) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve, and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve,
- (k) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects,
- (l) to act as trustee, personal representative, director or agent of any kind and for any purpose,
- (m) to exercise any power of the Company for any consideration of any kind or for no consideration,

and it is declared that

- (i) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation,
- (ii) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
- (iii) subclauses 3(b) to (m) are without prejudice to the generality of the objects and powers conferred by subclause 3(a) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause,
- (iv) in this clause
 - (A) **assets** includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital,
 - (B) **charge** includes any mortgage, pledge, lien or other form of security,
 - (C) **dispose of**, in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it,
 - (D) **liabilities** includes debts and obligations of every description, whether present or future, actual or contingent, and

(E) **person** includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation

4 The liability of each member is limited

5 The Company's share capital is £100 divided into 100 shares of £1 each ²

² Pursuant to the written resolution dated 1 September 2008 the authorised share capital of the Company was increased to £289,000,100 divided into 96,000,100 ordinary shares of £1 each and 193,000,000 preference shares of £1 each

I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum, and I agree to take the number of shares shown opposite my name

Name and address of subscriber	Number of shares taken by subscriber
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Alnery Incorporations No 1 Limited One Bishops Square London E1 6AO	1
---	---

C A J Morris for and on behalf of Alnery Incorporations No 1 Limited	
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	—
Total shares taken	1
	—

Dated 2 April 2008

Witness to the above signature

K Manning
One Bishops Square
London E1 6AO

**THE COMPANIES ACT 1985 AND
THE COMPANIES ACT 2006**

A PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
WH SMITH TRAVEL LIMITED**

No. 6560378

ALLEN & OVERY

ALLEN & OVERY LLP

LONDON

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Company number
6560378

THE COMPANIES ACT 1985 AND
THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF
WH SMITH TRAVEL LIMITED
(adopted on incorporation)

PRELIMINARY

- 1 Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007.
- 2
 - (a) In these articles, unless the contrary intention appears
 - (i) **LIBOR** means the British Bankers Association Interest Settlement Rate for sterling for the relevant period displayed at the appropriate Telerate Screen page on the first day of that period,
 - (ii) the **Statutes** means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act, and
 - (iii) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations
 - (b) Headings to these articles are inserted for convenience and shall not affect construction

SHARE CAPITAL

- 3
 - (a) The authorised share capital of the Company is £289,000,100 divided into 96,000,100 ordinary shares of £1 each (**Ordinary Shares**) and 193,000,000 preference shares of £1 each (**Preference Shares**)
 - (b) The directors are generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £289,000,099
 - (c) The authority contained in paragraph (a) shall expire on the day five years after the date of the incorporation of the Company but the Company may, before the authority

expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires

- (d) Section 89(1) of the Companies Act 1985 (which regulates the power to allot equity securities, as defined in section 94 of the Companies Act 1985) is excluded
- (e) A Preference Share shall confer on the holder the right
 - (i) to receive, out of the profits of the Company available for distribution and resolved to be distributed at the discretion of the directors of the Company and in priority to the holders of any other class of shares in the capital of the Company, a cumulative preferential dividend at the rate of 12 month LIBOR (as determined at 1 September prior to the dividend payment date) plus 7.875 per cent per annum on the capital for the time being paid up on that share, such dividend to accrue on a compound basis from day to day and to be paid annually on 31 August. The preferential dividend shall be adjusted to take into account corporation tax paid by the Company such that the amount payable shall be multiplied by the following amount
$$(100-T)/100,$$
where T equals the corporation tax rate during the relevant dividend period or, if the corporation tax rate changes during that period, a weighted average, calculated on a time basis, of the corporation tax rates in force during the dividend period, and
 - (ii) on a winding-up or other return of capital, to receive, in priority to the holders of any other class of shares in the capital of the Company, repayment in full of the capital paid up on the share and payment of a sum equal to any arrears or accruals of the dividend on that share (as determined in accordance with article 3(e)(i) above), whether or not earned or declared, calculated down to and including the date of the return of capital
- (f) A Preference Share shall not confer on the holder any further or other right to participate in the profits or assets of the Company
- (g) A Preference Share shall not confer on the holder the right to receive notice of or to attend or to vote either in person or by proxy at any general meeting unless the business of the meeting includes the consideration of a resolution for winding-up the Company or reducing its share capital or varying any of the special rights attached to the Preference Shares in which case a Preference Share shall confer on the holder the right to attend and vote at the meeting either in person or by proxy and on a poll a Preference Shareholder shall have one vote for every Preference Share held by him
- (h) The Company may create and issue further Preference Shares ranking as regards participation in the profits and assets of the Company *pari passu* with, but not in priority to, the Preference Shares and carrying such rights (including, but without limitation, rights as to capital, dividend, voting and redemption) as may be determined in accordance with the articles of association for the time being of the Company
- (i) The Preference Shares shall not be redeemable

GENERAL MEETINGS

- 4 (a) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able
- (i) to hear each of the other participating members addressing the meeting, and
 - (ii) if he so wishes, to address all of the other participating members simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods
- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates
- (d) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains Regulation 46 of Table A shall be amended accordingly
- (e) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives

VOTES OF MEMBERS

- 5 (a) Subject to any rights or restrictions attached to any shares
- (i) on a show of hands, every qualifying person (as defined in section 318(3) of the Companies Act 2006) present shall, subject to section 323(4) of the Companies Act 2006, have one vote, and
 - (ii) on a poll, every member shall have one vote for every share of which he is the holder
- Regulation 54 of Table A shall not apply
- (b) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 of Table A and regulation 62 shall be amended accordingly

DIRECTORS

- 6
- (a) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.
 - (b) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
 - (c) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
 - (d) Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
 - (e) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
 - (f) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

- 7
- (a) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
 - (b) An alternate director shall be entitled to receive notice of all meetings of the directors, to attend and to vote at any meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
 - (c) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 of Table A shall not apply.
 - (d) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.

- (e) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him
Regulation 69 of Table A shall not apply

POWERS OF DIRECTORS

- 8 (a) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted
- (b) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes 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 any of its subsidiaries

PROCEEDINGS OF DIRECTORS

- 9 Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration
Regulations 94 to 96 (inclusive) of Table A shall not apply
- 10 Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them Regulation 88 of Table A shall be amended accordingly
- 11 Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram, telex or electronic signature (as defined in section 7 of the Electronic Communications Act 2000) provided, in the case of an electronic signature, that the Company has no reason to doubt the authenticity of the electronic signature"
- 12 (a) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able
- (i) to hear (or otherwise receive real time communications made by) each of the other participating directors addressing the meeting, and
- (ii) if he so wishes, to address all of the other participating directors simultaneously (or otherwise communicate in real time with them),
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods
- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 9
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates

SEAL

- 13
- (a) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors
 - (b) The directors shall provide for the safe custody of every seal which the Company may have
 - (c) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given in hard copy form, in electronic form or by telephone by a majority of the directors or of the members of a duly authorised committee
 - (d) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means
 - (e) Unless otherwise decided by the directors
 - (i) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed, and
 - (ii) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors
 - (f) Certificates for shares, debentures or other securities of the Company need not be sealed with the seal but may be signed on behalf of the Company by at least one director and the secretary or by at least two directors or by such other person or persons as may be authorised by the directors for that purpose Regulation 6 of Table A shall be amended accordingly Regulation 101 of Table A shall not apply

NOTICES

- 14
- (a) The third sentence of regulation 112 of Table A shall not apply
 - (b) Regulation 116 of Table A shall apply as if the words "within the United Kingdom" did not appear
- 15
- A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of a notice contained in an electronic communication, when sent Regulation 115 of Table A shall be amended accordingly

INDEMNITY

- 16
- (a) Subject to the provisions of and to the extent permitted by the Statutes, the Company may indemnify any director or other officer (excluding an auditor) of the Company out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but
 - (i) this indemnity shall not apply to any liability to the extent that it is recovered from any other person, and

- (ii) the indemnity is subject to such officer taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced
- (b) Regulation 118 of Table A shall not apply

Name and address of subscriber

Alnery Incorporations No 1 Limited
One Bishops Square
London E1 6AO

C A J Morris
for and on behalf of
Alnery Incorporations No 1 Limited

Dated 2 April 2008

Witness to the above signature

K Manning
One Bishops Square
London E1 6AO