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THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
MIDLAND NEWSPAPER GROUP LIMITED
("the Company")

(as adopted by special resolution dated 31 July 1995)

1. The name of the Company is Totalmill Limited.*
2. The registered office of the Company is to be in England and Wales.
3. The Company's objects are:
 - 3.1
 - 3.1.1 To purchase motor cars, minibuses, vans and any other vehicles used for transporting persons or goods for the purpose of leasing the same to any other company in the Midland News Association Group, and/or to any other person.
 - 3.1.2 To purchase any other property, equipment or facilities for the purpose of leasing the same to any other company in the Midland News Association Group, and/or to any other person.

The name of the company was changed by a Special Resolution dated 10 November 1989 to Midland Newspaper Group Limited.

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1



- 3.1.3 To repair and maintain all such vehicles, property, equipment or facilities.
- 3.1.4 To construct yards, garages and other buildings and facilities for the garaging or storage or repair and maintenance of such vehicles, equipment or facilities and the storage of such fuel, oils, tools, parts and equipment as may be required from time to time for the repair and maintenance of such vehicles, equipment, facilities and property.
- 3.1.5 To sell such vehicles, property, equipment or facilities and replace them as and when the purposes of the business require.
- 3.1.6 To finance the purchase or hire-purchase or leasing of such vehicles, property, equipment or facilities.
- 3.2 To carry on any other trade or business which, in the opinion of the board of directors, can be advantageously carried on by the Company in connection with or as ancillary to any of the businesses of the Company or is calculated directly or indirectly to enhance the value of, or facilitate the realisation of, or render profitable, any of the property or rights of the Company.
- 3.3 To purchase, take on lease or in exchange, hire, take options over or by any other means acquire and hold for any estate or interest any rights or privileges, of any kind over or in respect of any real or personal property of any kind.
- 3.4 To apply for, register, purchase or by any 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, intellectual property rights, 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.

3.5 To erect, construct, lay down, enlarge, demolish, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, offices, factories, buildings, works, plant and machinery, and to contribute to or subsidise the erection, construction, laying down, enlarging, demolition, alteration and maintenance of all or any of the same.

3.6 To do all or any of the following:

3.6.1 To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular but without limitation by personal covenant or by mortgage, charge, standard security, lien or other security upon all or any part of the undertaking property assets rights and revenues present and future and the uncalled capital of the Company, or by the creation and/or issue at par or at a premium or discount and with or without consideration and with such rights, powers and privileges and on such other terms (including without limitation as permanent, redeemable or repayable), as may be thought fit of debentures or debenture stock, or securities of any other description or by any one or more of such methods or by any other means; and

3.6.2 To lend and advance money or give credit or to provide financial accommodation on any terms and with or without interest or security to any person firm or company (whether or not any such

person, firm or company has objects or engages or is intending to engage in business similar to those of the Company) including without limitation any company which is from time to time the holding company or parent undertaking or a subsidiary or subsidiary undertaking (as defined in section 258 and section 736 of the Act) of the Company or of the Company's holding company or parent undertaking or which is otherwise associated in any way with the Company; and

- 3.6.3 To enter into guarantees, contracts of indemnity and suretyships of all kinds and to guarantee, grant indemnities in respect of or otherwise support or secure, whether by personal covenant or by mortgage, charge, standard security lien or other security upon all or any part of the undertaking, property, assets, rights and revenues, present and future, and uncalled capital of the Company or by creation and/or issue at par or at a premium or discount, and with or without consideration and with such rights, powers and privileges and/or such other terms (including without limitation as permanent, redeemable or repayable) as may be thought fit, of debentures or debenture stock or securities of any other description or by any one or more of such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company (whether or not any such person firm or company has objects or engages or is intending to engage in business similar to those of the Company) including without limitation any company from time to time the holding company or parent undertaking or a subsidiary or subsidiary undertaking (as defined in section 258 and section 736 of the Act) of the Company or of the Company's holding company or parent

undertaking or which is otherwise associated in any way with the Company; and

3.6.4 Collaterally or further to secure any securities of the Company by a trust deed or other assurance;

And to pursue the objects set out in this sub-clause 3.6 whether or not the Company receives directly or indirectly any consideration, benefit or advantage therefrom.

3.7 To receive money on deposit or loan upon such terms as may seem expedient and generally to act as bankers for customers and others and to lend money to any company, firm or persons and to give all kinds of indemnities.

3.8 To establish and maintain, adhere to, modify, discontinue and wind-up or procure the establishment and maintenance, adherence, modification, discontinuance and winding-up of or to any non-contributory or contributory pension or superannuation funds or trusts (whether discretionary or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to or for the benefit of any persons who are or were at any time in the employment or service of the Company, or of any company which is at any material time the Company's holding company or parent undertaking or another subsidiary or subsidiary undertaking of the Company's holding company or parent undertaking or a subsidiary or subsidiary undertaking of the Company (as defined in section 258 and section 736 of the Act) or otherwise associated with the Company in business or of the predecessors in business of the Company or any such other company or who are or were at any time directors or officers of the Company or of any such other company or of such predecessors in business and the spouses, former spouses, widows, widowers, families and dependents of any such persons,

and also to establish, maintain, support, subsidise and lend and make donations, gratuities and allowances to and subscribe to, and guarantee the obligations of, any institutions, associations, clubs, funds or trusts (whether discretionary or otherwise) calculated to be or capable of being for the benefit of or to advance the interests and well-being of the Company or of any such other company or of such predecessors in business as aforesaid or of any such persons, and to make payments for or towards the insurance of any such persons and to set up, establish, support and maintain profit-sharing, incentive, share option or share purchase schemes for the benefit of any of the employees or directors or officers of the Company or any such other company, or to the spouses, former spouses, widows, widowers, families or dependents of such persons, and to lend money to any such employees or persons as aforesaid or to trustees on their behalf to enable any such purchase schemes to be established or maintained, and to subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any public, general or useful object, and to do any of such matters either alone or in conjunction with any other company as aforesaid.

- 3.9 To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, cheques, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.10 To invest and deal with the monies of the Company not immediately required in such manner as may seem expedient and to hold or otherwise deal in or with any investments made.
- 3.11 To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares or stock, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company have power to issue, or partly in one manner and partly in another and

generally on such terms as seem expedient.

- 3.12 To accept payment for any property or rights sold or otherwise disposed of or dealt in or with by the Company either in cash, by instalments or otherwise, or in fully or partly paid up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one manner and partly in another, and generally on such terms as may seem expedient, and to hold, dispose of or otherwise deal in or with any shares, stock or securities so acquired.
- 3.13 To amalgamate with or enter into any partnership or association or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company or to advance its interests, and to acquire, hold, sell, deal in or with or dispose of any shares, stock or securities of or other interests in any such company or firm, or in any other company or firm to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company firm or person, and generally to act as a holding or investment or management company.
- 3.14 To purchase, or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company and as consideration, partial or otherwise, for such acquisition to undertake all or

any of the liabilities of such person, firm or company.

- 3.15 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal in or with or dispose of and all or any of the undertaking or the property and assets for the time being of the Company for such consideration as may seem expedient.
- 3.16 To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- 3.17 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 or likely directly or indirectly to benefit the Company or to advance its interests, and to oppose any proceedings or applications which may seem calculated or likely directly or indirectly to prejudice the Company's interests.
- 3.18 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 may seem expedient and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- 3.19 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal in or with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by

any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority (supreme, municipal, local or otherwise) in any part of the world.

- 3.20 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company and to make payments by way of subvention or otherwise and any other arrangements which may seem expedient with respect to any business or operations of or generally with respect to any such company.
- 3.21 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.
- 3.22 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.23 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.
- 3.24 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.

3.25 To procure the Company to be registered or recognised in any part of the world.

3.26 From time to time as permitted by law to give, whether directly or indirectly, any kind of financial assistance directly or indirectly for the purpose of the acquisition or proposed acquisition of the Company's shares or those of any company which is at any material time its holding company or parent undertaking (as defined in section 258 and section 736 of the Act) and/or directly or indirectly for the purpose of reducing or discharging any liability incurred by any person whatsoever for the purpose of the acquisition of the Company's shares or those of any company which is at any material time its holding company or parent undertaking (as defined in section 258 and section 736 of the Act).

3.27 To:

3.27.1 Effect and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers and employees of the Company, any holding company or parent undertaking (as defined in section 258 and section 736 of the Act) from time to time of the Company or such holding company or any of the predecessors of the Company or of such holding company or parent undertaking has or had at any time any interest, whether direct or indirect, or which is or was in any way allied or associated with the Company, or of any subsidiary or subsidiary undertaking (as defined in section 258 and section 736 of the Act) of the Company or of any such other company, or who are or were at any time trustees of any pension fund or employees' share scheme in which any employees of the Company or of any such other company or

undertaking or predecessor are or were at any time interested including without limitation 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 the Company or any such other company or predecessor or undertaking or pension fund or employees' share scheme; and

3.27.2 Otherwise indemnify or to exempt (in each case to the extent from time to time permitted by law) any such person against or from any such liability.

3.28 To do all such other things as may be deemed by the directors to be incidental or conducive to the attainment of the Company's objects or any one or more of them.

3.29 To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors, brokers, or otherwise.

None of the objects set out in any sub-clause of this clause shall be restrictively construed, but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so 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 by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and

every one of the objects specified in each sub-clause of this clause as though each such 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 resident or incorporated in the United Kingdom or elsewhere.

In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory or other legislative modification or re-enactment of that provision from time to time in force.

4. The liability of the members is limited.
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each. The shares in the original or any 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 dividend, capital, voting or otherwise.

We, the persons whose names, addresses and descriptions are subscribed, wish to form a company in pursuance of this memorandum of association and severally agree to take the number of shares in the capital of the Company set opposite our respective names.

**NAMES ADDRESSES and DESCRIPTIONS OF
SUBSCRIBERS**

**NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER**

DOROTHY MAY GRAEME
61 Fairview Avenue
Wigmore
Gillingham
Kent

ONE

PAUL GORDON GRAEME
61 Fairview Avenue
Wigmore
Gillingham
Kent

ONE

Dated 1st September 1989

Witness to the above signatures:

JANET DOROTHY LOUISE GRAEME
61 Fairview Avenue
Wigmore
Gillingham
Kent