

MAMA GROUP PLC

MEMORANDUM OF ASSOCIATION

(Amended by Special Resolutions dated 19th September 2003 and 14th December 2005)

MEMORANDUM OF ASSOCIATION

Of

MAMA GROUP PLC¹

- 1 The name of the company is MAMA Group Plc.²
- 2 The company is to be a public³ company.
- 3 The registered office of the company will be situate in England and Wales.
- 4 The objects for which the Company is established are:
 - (A) To carry on business as a general commercial company.
 - (B) To carry on any other business which may in the opinion of the Board of Directors be advantageously carried on by the Company.
 - (C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrender of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects; and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purpose of the Company's business.
 - (D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock or this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
 - (E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
 - (F) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
 - (G) To invest and deal with the moneys of the Company not immediately required for

¹ The Company changed its name from Requestpage Limited to Campus Media Limited on 25 January 2002 and to MAMA Group Plc on 15th December 2005.

² & ³ The Company re-registered as a public limited company on 18th February 2002.

the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (I) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person (including but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(a) of the Companies Act 1985 (the "Act") as amended by the Companies Act 1989, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.
- (J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to reissue any debentures at any time paid off.
- (K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other documents.
- (L) To purchase, subscribe for or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other company or corporation.
- (M) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (N) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (O) To promote, or aid in the promotion of, any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (P) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (Q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for, or make payments to, or for the benefit of, Directors and ex-Directors of the Company or their dependants or connections.

- (R) To distribute any property of the Company in specie among the Members.
- (S) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

- 5 The liability of the Members is limited.
- 6 The Share Capital of the Company is £100,000,000⁴ divided into 2,000,000,000⁴ shares of £0.05⁵ each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

⁴ The Company increased its authorised share capital from £1,000 to £50,000 by an Ordinary Resolution dated 18th February 2002, by £950,000 to £1,000,000 by Written Resolution on 21st February 2002, by £4,000,000 to £5,000,000 by a Special Resolution on 7th February 2005, by £20,000,000 to £25,000,000 by a Special Resolution on 14th December 2005 and by £75,000,000 to £100,000,000 by an Ordinary Resolution dated 5th December 2006.

⁵ The issued and unissued ordinary shares of £1 each in the capital of the Company were sub-divided into ordinary shares of 5p each on 21st February 2002.