

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
REED EXHIBITIONS LIMITED
(the "Company")

CIRCULATION DATE: 19 DECEMBER 2019

The directors of the Company propose that the following resolutions (the "**Resolutions**") be passed as special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTIONS

1. That the existing articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association.
2. That the articles of association attached to this Resolution (the "**New Articles**") be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association with immediate effect.
3. That the rights attaching to the deferred shares of £1 each in the capital of the Company be varied by and that each of them be converted into and re-designated as an ordinary share of £1 in the capital of the Company ranking *pari passu* in all respects with the existing issued ordinary shares of £1 each in the capital of the Company and having the rights set out in the New Articles.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the only person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed:

..... *Mull*

..... 19 DECEMBER 2019

A director, for and on behalf of
RELX (UK) LIMITED

Date

FRIDAY



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COMPANIES HOUSE

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using the following method:

By Hand: delivering the signed copy to Jackie Poole at Reed Exhibitions Limited, Gateway House, 28 The Quadrant, Richmond, Surrey TW9 1DN.

Post: returning the signed copy by post to Jackie Poole at Reed Exhibitions Limited, Gateway House, 28 The Quadrant, Richmond, Surrey TW9 1DN.

Email: by attaching a scanned copy of the signed document to an e-mail and sending it to Jackie Poole at Jackie.Poole@reedexpo.co.uk. Please enter "Written resolutions" together with the Circulation Date of in the e-mail subject box.
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 from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

NEW ARTICLES OF ASSOCIATION

(attached)

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

REED EXHIBITIONS LIMITED

(the "Company")

(Adopted by Special Resolution passed on 19 December 2019)

1. ADOPTION OF MODEL ARTICLES

- 1.1 In these Articles "**Model Articles**" means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles.
- 1.2 The articles contained in the Model Articles shall, except where they are excluded or modified by these Articles, apply to the Company and, together with these Articles, shall constitute the Articles of the Company.
- 1.3 Articles 7, 8, 9(1), 11(2) and (3), 13, 14(1) to (4), 20, 27(3), 29, 45, 52 and 53 of the Model Articles shall not apply to the Company.
- 1.4 No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company.

2. INTERPRETATION

- 2.1 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall bear the same meanings in these Articles.

- 2.2 In these articles of association:-

"**2006 Act**" means the Companies Act 2006, as amended from time to time;

"**address**" in relation to electronic communications includes any number or address used for the purposes of such communications;

"**Articles**" means the articles of association of the Company;

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company;

"**eligible director**" means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);

"equity securities" as defined in Section 560 of the 2006 Act; and

"Ordinary Shares" means the ordinary shares of £1 each in the capital of the Company.

- 2.3 References in these Articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form including by way of electronic communications where specifically provided in a particular Article or where permitted by the directors in their absolute discretion.
- 2.4 Unless the context otherwise requires, words importing the singular shall include the plural and vice versa and words importing any gender shall include all other genders. Words denoting persons shall include bodies corporate and unincorporated associations.
- 2.5 If, and for so long as, the Company has only one member, these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.
- 2.6 Headings are for convenience only and shall not affect the construction of these Articles.

DIRECTORS' POWERS AND RESPONSIBILITIES

3. POWER TO CHANGE THE COMPANY'S NAME

The directors shall by means of a decision of the directors have the power to change the name of the Company from time to time.

4. COMMITTEES

A member of a committee need not be a director.

DECISION-MAKING BY DIRECTORS

5. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 5.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 6.
- 5.2 If the Company only has one director for the time being, and no provision of the Articles requires it to have more than one director, the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

6. UNANIMOUS DECISIONS

- 6.1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 6.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing. 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.
- 6.3 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

7. CALLING A DIRECTORS' MEETING

Any director may call a directors' meeting by giving not less than 5 business days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give notice.

8. QUORUM FOR DIRECTORS' MEETINGS

8.1 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and, unless and until so fixed, shall be two eligible directors.

8.2 A person who holds office only as an alternate director shall, if he but not his appointor is present, be counted in the quorum.

8.3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 11 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.

8.4 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:

8.4.1 to appoint further directors; or

8.4.2 to call a general meeting so as to enable the shareholders to appoint further directors.

8.5 Whenever the minimum number of directors to form a quorum is one and one director only is in office, he shall have and may exercise all powers and authorities in and other the affairs of the Company as by these Articles, the 2006 Act and the general law are conferred on the directors.

9. CASTING VOTE

9.1 In the case of an equality of votes the chairman of a meeting of the directors shall have a casting vote.

9.2 Article 9.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director chairing the meeting is not an eligible director for the purposes of that meeting (or part of a meeting).

10. INTEREST IN PROPOSED AND EXISTING TRANSACTIONS OR ARRANGEMENTS

A director who to his knowledge is in any way, whether directly or indirectly, interested in a proposed or existing transaction or arrangement with the Company shall declare the nature and extent of his interest at a meeting of the directors in accordance with the requirements of the 2006 Act. Subject where applicable to such disclosure, and except to the extent that Article 11 applies or the terms of any authority given under that Article otherwise provide, a director may be a party to, or otherwise interested in, any proposed or existing transaction or arrangement with the Company and shall be entitled to participate in the decision-making process for quorum and voting purposes on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty that conflicts or may conflict with the interests of the Company. Article 14 of the Model Articles shall be modified accordingly.

11. DIRECTORS' CONFLICTS OF INTEREST

11.1 The directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any director which would, if not authorised,

involve a director (an "**Interested Director**") breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest (a "**Conflict**").

- 11.2 Any authorisation under this Article 11 will be effective only if:-
- 11.2.1 to the extent permitted by the 2006 Act, the matter in question has been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
- 11.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- 11.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 11.3 Any authorisation of a Conflict under this Article 11 may (whether at the time of giving the authorisation or subsequently):-
- 11.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- 11.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
- 11.3.3 provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
- 11.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
- 11.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- 11.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 11.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 11.5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
- 11.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

APPOINTMENT OF DIRECTORS

12. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

13. METHODS OF APPOINTING DIRECTORS

In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director. Article 17(2) of the Model Articles shall be modified accordingly.

14. APPOINTMENT AND REMOVAL OF DIRECTORS BY MAJORITY SHAREHOLDERS

14.1 Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital of the Company at the relevant time as carries the right of attending and voting at general meetings of the Company may, by memorandum in writing signed by or on behalf of him or them (and so that in the case of a body corporate the signature of any officer or other duly appointed representative shall suffice) and delivered to each of the other members and the Company at its registered office, marked for the attention of the Company secretary, if any, or delivered to a duly constituted meeting of the directors of the Company, at any time and from time to time appoint any person to be a director (whether to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed) (but such removal shall be without prejudice to any claim which the director may have for breach of contract against such member or members so removing him or the Company). In this Article references to "**in writing**" include the use of electronic communications to an address for the time being notified for that purpose by the Company to the person or persons giving the notice.

14.2 Any such appointment or removal shall take effect when received by the Company or at such later time as shall be specified in such memorandum in writing.

14.3 No director shall be appointed or removed otherwise than pursuant to these Articles, save as provided by law.

15. TERMINATION OF DIRECTOR'S APPOINTMENT

The office of a director shall be vacated not only upon the happening of any of the events mentioned in article 18 of the Model Articles but also if he is removed from office pursuant to Article 14. Article 18 of the Model Articles shall be modified accordingly.

16. DIRECTORS' REMUNERATION

16.1 The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate or the relations, connections or dependants of any such director or former director and may contribute to any fund and pay any premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Article 19(3) of the Model Articles shall be modified accordingly.

16.2 Unless the directors decide otherwise, no director or former director shall be accountable to the Company or its members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Article 19(5) of the Model Articles shall be modified accordingly.

17. ALTERNATE DIRECTORS

17.1 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

17.2 Article 16 shall apply to alternate directors *pari passu*.

17.3 The appointment of an alternate director terminates if the director by whom he has been appointed ceases to be a director or revokes the appointment by notice to the Company in writing specifying when it is to terminate, or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office.

18. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

19. EXPENSES

The Company may pay any reasonable expenses which the directors (including alternative directors) and the secretary properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors,
- (b) general meetings,
- (c) separate meetings of the holders of any class of shares or of debentures of the Company, or
- (d) otherwise in connection with the exercise of their powers of their powers and the discharge of their responsibilities in relation to the Company.

SHARES AND DISTRIBUTIONS

20. SHARE CAPITAL

20.1 The share capital of the Company at the date of the adoption of these Articles is £538,760 divided into 538,760 Ordinary Shares.

21. AUTHORITY TO ALLOT SHARES

Subject to the provisions of the 2006 Act and to these Articles, the directors are generally and unconditionally authorised for the purposes of Section 551 of the 2006 Act and generally to exercise all powers of the Company to offer or allot any equity securities, grant options over or otherwise dispose of such equity securities to any persons at those times and generally on the terms and conditions they think proper.

22. PAYMENT OF COMMISSION

The Company may in connection with the issue of any shares or the sale for cash of treasury shares exercise all powers of paying commission and brokerage conferred or permitted by the Companies Acts. Any such commission or brokerage may be satisfied by the payment in cash or by the allotment of fully paid shares or other securities or the grant of an option to call for an allotment of shares or any combination of such methods.

23. EXCLUSION OF RIGHTS TO OFFERS ON A PRE-EMPTIVE BASIS

In accordance with section 567(1) of the 2006 Act, sections 561 and 562 of the 2006 Act shall not apply to an allotment of any equity security made by the Company.

24. PURCHASE OF OWN SHARES

Subject to the 2006 Act but without prejudice to any other provision of these Articles, the Company may purchase its own shares with cash up to any amount in a financial year not exceeding the lower of (1) £15,000 and (2) the value of 5% of the Company's share capital.

25. TRANSMISSION OF SHARES

Subject to article 10 of the Model Articles, transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

26. TRANSMITTEES BOUND BY PRIOR NOTICES

If a notice is given to a shareholder in respect of shares and a transmittree is entitled to those shares, the transmittree is bound by the notice if it was given to the shareholder before the transmittree's name, or the name of any persons(s) named as the transferee(s) in an instrument of transfer executed under article 28(2) of the Model Articles, has been entered in the register of members.

DECISION-MAKING BY SHAREHOLDERS

27. PROCEEDINGS AT GENERAL MEETINGS

For all purposes of these Articles, apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one or more persons being a duly authorised representative of two or more corporations, each of which is a member entitled to vote upon the business to be transacted, is present. If, and for so long as, the Company has only one member, one qualifying person (as defined in section 318 of the 2006 Act) present at a meeting is a quorum.

28. POLL VOTES

28.1 At a general meeting a poll may be demanded by any qualifying person (as defined in section 318 of the 2006 Act) present and having the right to vote at the meeting. Article 44(2)(d) of the Model Articles shall be modified accordingly.

28.2 A demand withdrawn in accordance with article 44(3) of the Model Articles shall not invalidate the result of a show of hands declared before the demand was made.

29. PROXY NOTICES

29.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:-

- 29.1.1 states the name and address of the shareholder appointing the proxy;
 - 29.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - 29.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 29.1.4 is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate;
- and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting. Article 45(1) of the Model Articles shall be modified accordingly.
- 29.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - 29.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - 29.4 Unless a proxy notice indicates otherwise, it must be treated as:-
 - 29.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 29.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

ADMINISTRATIVE ARRANGEMENTS

30. NOTICES

- 30.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:-
 - 30.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - 30.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 30.1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - 30.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
 - 30.1.5 In calculating a period of time for the purposes of delivery, no account shall be taken of any part of a day that is not a working day.

30.1.6 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the 2006 Act.

Article 48 of the Model Articles shall be modified accordingly.

DIRECTORS' INDEMNITY AND INSURANCE

31. INDEMNITY

31.1 Subject to Article 31.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

31.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

(a) in the actual or purported execution and/or discharge of his duties, or in relation to them; and

(b) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

31.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 31.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

31.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.

31.3 In this Article:

31.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

31.3.2 a "**relevant officer**" means any director, alternate director, secretary or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the 2006 Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

32. INSURANCE

32.1 To the extent permitted by the 2006 Act, the directors may exercise all the powers of the Company to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

32.2 In this Article:

- 32.2.1 a "**relevant officer**" means any director, alternate director, secretary or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the 2006 Act), but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor);
- 32.2.2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
- 32.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.