

30-03-98

Company Number: 1138069

THE COMPANIES ACTS 1948 to 1967



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by Special Resolutions passed 28 February 1974  
and 27 November 1997)

OF

PYTHON (MONTY) PICTURES LIMITED

- 1<sup>1</sup>. The name of the Company is PYTHON (MONTY) PICTURES LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (i) To make and produce motion pictures and cinematograph films, television films and recordings (both in vision and in sound) of all kinds and to present, promote, organise, provide and guarantee finance for, manage and produce plays, ballets, films, operas, operettas, revues, variety performances, concerts, radio, television and diffusion service programmes, circuses, lectures, readings, recitals, exhibitions and entertainments and dramatic, musical and artistic performances and exhibitions of any description.
  - (ii) To buy, provide finance, facilities or services for and to sell, license, let on hire, distribute, exhibit or perform motion pictures, cinematograph films, television films, recordings (both in vision and in sound) or any constituent part thereof in cinemas, theatres, halls or homes or any other place or by radio broadcasting or television or on a diffusion service or by any other means or device now known or hereafter to be invented and to acquire and deal in any way with any rights of copyright, exhibition or performance rights or any other rights which can be acquired therein.

<sup>1</sup> The name of the Company was changed by special resolution passed 28 February 1974, from Faycraft Limited to Python (Monty) Pictures Limited.

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- (iii) To purchase or otherwise acquire and obtain and to hold, develop, turn to account, deal with, sell, exchange, lease, hire and mortgage or charge either alone or jointly with others any interest or right of copyright in, or of representation of, or any other right capable of being acquired in literary, dramatic, musical, operatic, balletic, photographic, pictorial or artistic works of every description.
- (iv) To enter into agreements with or otherwise acquire the services or works or creations of producers, directors, writers, authors, scriptwriters, choreographers, composers, photographers, artists, designers, actors and actresses and to purchase or by any other means acquire and protect, prolong and renew throughout the world or any part or parts thereof any copyrights, trade-marks, patents, protections, concessions, secret or other information or rights regarding or in any story, idea or invention which may appear likely to be advantageous to the Company and to use, exercise, develop and turn the same to account and to make or manufacture under or grant licences, options or privileges in respect of, and to expend money in experimenting upon and testing the same, and in developing, improving or seeking to develop or improve the same and ideas, rights or inventions of whatsoever nature.
- (v) To carry on all or any of the businesses of proprietors, lessees or managers of theatres, music halls and all places of amusement, recreation or entertainment and to own or manage cinemas, diffusion services, and toll television and toll radio services or carry on business as radio or television station owners or licensees or radio or television programme contractors.
- (vi) To provide for the distribution, representation, performance and exhibition throughout the world of both silent and talking television and cinematograph films programmes and entertainments whether live or recorded and as now known or given or by any means now or hereafter to become known and the distribution representation and performance throughout the world of radio programmes and entertainments whether live or recorded and generally to transact any business in connection therewith.
- (vii) To engage, employ, and supply the services of or to act as agents for the engaging, employing and supplying of services of artistes, technicians, actors, singers, dancers and acrobats, variety performers, lecturers, writers, authors, dramatists, composers, conductors, musicians, instructors, or entertainers, and to enter into contracts with any artistes or persons or companies (either theatrical, cinematograph, radio, television or otherwise) for the production and representation of scenarios, film plays, stage plays, television plays, radio plays, operas, burlesques, vaudevilles, pantomimes, ballets, concerts, exhibitions, variety entertainments, performances and amusements of any kind.
- (viii) To carry on the business of theatre ticket and travel agents, staff agents and literary, artistes', film, variety and television agents.

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- (ix) To purchase lease or otherwise acquire and own and to equip, use, hire, sub-let and sell or otherwise deal with a studio or studios or other studio facilities for the production of cinematograph or television films or radio programmes for the purposes of the Company or of others.
- (x) To manufacture, buy, hire or sell cameras, lamps, recording apparatus and other equipment used in photography or for the production of cinematograph or television films or radio programmes of every kind or for their performance or reception and electrical and other technical equipment used therefor and for dramatic and other entertainments.
- (xi) To carry on the business of vendors of wholesale and retail goods of any kind and of restaurant, refreshment room, hotel, tavern, inn, coffee bar and lodging house keepers or proprietors and farmers, dairymen, fruiterers, butchers, grocers, greengrocers, bakers, confectioners, chemists, licensed victuallers and tobacconists.
- (xii) To organise or be proprietors of clubs, societies or associations.
- (xiii) To publish books, papers, periodicals, photographs, pictures and music or gramophone records.
- (xiv) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body carrying on any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (xv) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable.
- (xvi) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant or tools or works of any description, or to contribute to the costs thereof, as may seem desirable.
- (xvii) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (xviii) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for cooperation, sharing profits or losses, mutual assistance, or other working arrangements as may seem desirable.

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- (xix) To manage, develop, sell, lease mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (xx) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (xxi) To receive loans at interest or otherwise, from and to lend money and give credit to, to take security for such loans or credit including (so far as may be lawful) its own shares, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company.
- (xxii) To invest, lend, or otherwise deal with unemployed moneys, in such manner and upon such terms, as may be thought fit, and to vary investments.
- (xxiii) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem advantageous or desirable in the interests of the Company.
- (xxiv) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (xxv) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such company.
- (xxvi) To grant donations, pensions, annuities, allowances, gratuities, benefits, emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary, or the dependants of such persons, to set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them, and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, political, literary, religious or charitable

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institution or trade societies, whether such societies be concerned solely with the trade carried on by the Company or its predecessors in business or not, and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.

- (xxvii) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (xxviii) To pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures, notes or other securities, with or without special rights or privileges.
- (xxix) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (xxx) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (xxxi) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (xxxii) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for shares, debentures or other securities of other companies.
- (xxxiii) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any part of the objects or powers aforesaid in any part of the world.
- (xxxiv) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (xxxv) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (xxxvi) To objects set forth in any paragraph of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other paragraph or by the name of the Company, and none of such paragraphs shall be deemed to be subsidiary merely to the first or any other paragraph.

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4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 6 A ordinary shares of £1 each and 94 Half a Bee ordinary shares of £1 each.<sup>2</sup> Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

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<sup>2</sup> The Company was incorporated with a share capital of £100 divided into one hundred shares of one pound each. The one hundred shares were redesignated as 6 A ordinary shares of £1 each and 94 Half a Bee shares of £1 each by a special resolution passed 27 November 1997.

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WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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Names, addresses and Descriptions of  
Subscribers

Number of Shares taken by  
each Subscriber

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LEONARD H. LEWIS  
38-40 Featherstone Street  
London EC1

One

Company Director

FRANCIS A. DEAN  
38-40 Featherstone Street  
London EC1

One

Company Director

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DATED the 1st day of May, 1973.

WITNESS to the above signatures:

P J LEWIS  
38-40 Featherstone Street,  
London EC1  
Company Director