

CERTIFICATE NO. 1420028

THE COMPANIES ACTS 1948-~~1966~~ 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BBC ENTERPRISES LIMITED

ALLISON & HUMPHREYS
SOLICITORS

KEMPSON HOUSE,
CAMOMILE STREET,
LONDON, EC3A 7DS



THE COMPANIES ACTS 1948 TO 1981

I hereby certify that **BBC ENTERPRISES LIMITED**

was incorporated under the Companies Acts 1948 to 1976

as a limited company on the 15th May 1979

Given under my hand at the Companies Registration
Office, Cardiff the 4th May 1984

No. 1420028

D. Raines
D. RAINEOW
an authorised officer

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BBC ENTERPRISES LIMITED

1. The name of the Company is "BBC ENTERPRISES LIMITED".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - (1) To carry on business in the production, distribution, exhibition and all other forms of exploitation of sound recordings, cinematograph films, videograms, broadcasts and cable programmes, computer programs and all other products of artistic and commercial endeavour
 - (2) To carry on the business of printers and publishers of books, periodicals, journals, magazines, photographs and other material and to act as booksellers, bookbinders, stationers, press agents, advertising and publicity agents and contractors, dealers in paper, cardboard, bags, cards, drawing and writing materials and stationery generally and to undertake and execute agencies and commissions of all kinds
 - (3) To carry on the business of producers and suppliers of information and machinery, apparatus and other equipment in or connected with the fields of telecommunications and computing including mainframe, mini-, micro- and other computers, computer programs, databases and other software, telesoftware, interactive discs and generally all forms of hardware and software intended for computing or telecommunications applications
 - (4) To carry on the business of suppliers of telecommunications services and other services in or connected with the field of telecommunications including the provision of programmes and other material for radio and television broadcasting, including teletext services, and for other forms of dissemination including cable programme services, satellite services and generally all radiocommunication services; to

Note: Clause 3 of the Memorandum of Association of the Company as set out herein incorporates amendments made by a Special Resolution of the Company passed on 14th July 1987.

develop, construct, licence or otherwise acquire and to furnish or otherwise provide by way of sale, rental, licence or otherwise howsoever telecommunications apparatus and other facilities, for or in connection with the provision of such services

- (5) To carry on business in the field of intellectual property licensing including the supply of know-how and other information about telecommunications and all other matters, the franchising or other licensing of activities in which the company or any other person has goodwill or with which they may be associated including all forms of commercial endorsement and merchandising
- (6) To make, acquire, exploit and dispose of films, records, tapes, discs and other devices from which visual images, sounds, signals serving for the impartation of any matter or signals serving for the actuation or control of machinery or apparatus may be reproduced and material and apparatus for use in connection with such films, records, tapes, discs and devices
- (7) To acquire, register, exploit and dispose of copyrights, licences and any other rights or interests in any literary, dramatic, musical, artistic work, any sound recording, cinematograph film, broadcast, cable programme, computer program and any other work or other subject matter and any patents, trademarks or tradenames
- (8) To organize exhibitions, performances and sporting and other events for viewing by the public, any section of the public, for private purposes or otherwise
- (9) To operate shops and other establishments and distribution services for the supply of any goods or services connected with any of the businesses as aforesaid
- (10) To acquire, exploit and dispose of any studios, apparatus, machinery, plant and other equipment for or in connection with any of the businesses as aforesaid
- (11) To establish, acquire, advertise or otherwise promote and carry on itself and authorise others to carry on one or more clubs or other organisations for members of the public or any section thereof and to acquire, provide, equip, maintain and manage goods, services, activities and facilities of any kind to or for members of any such club or organisation
- (12) To purchase, take on lease, exchange, hire or otherwise acquire, sell and deal in land, buildings, houses, easements, concessions, machinery, plant, stock in trade and other real or personal moveable or immoveable property of any description or tenure, in any part of the world and any estate or interest or

right therein, including freehold or leasehold ground rents, reversions, mortgages, charges and annuities; to develop any property of the Company by improving land, preparing building sites and by constructing, altering, improving, decorating, furnishing and maintaining, houses, offices, flats, factories, warehouses, shops, wharves, buildings, works, roads, bridges, and structures of all kinds or in any other way; to alter, improve, extend, add to, rebuild, replace, or repair any buildings, structures or other property of the Company; to sell, demise, let or grant licences in respect of the whole or any part of the property of the Company on such terms as the Company shall determine, and to manage and maintain land, buildings and other property whether belonging to the Company or not, and to collect rents and income and to supply tenants, occupiers or licensees, whether of the property of the Company or not and others with meals, refreshments, power, light, gas, heat, water and any other services.

- (13) To acquire and hold shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities and obligations, issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme municipal, local or otherwise, whether at home or abroad.
- (14) To acquire any such shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (15) To carry on any other trade or business whatsoever which may, in the opinion of the Directors of the Company, be capable of being conveniently or advantageously carried on in connection with or as ancillary to any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (16) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- (17) To purchase, take on lease or in exchange, hire or otherwise acquire, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business.

from which the Company would or might derive any benefit whether direct or indirect.

- (24) To establish or promote, or join in the establishment or promotion of any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (25) To amalgamate with any other company.
- (26) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- (27) Solely or jointly with others to undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney, or nominee of, or for any person, company, corporation, association, scheme, trust fund, or other body politic or corporate and to undertake and execute any trust or discretion and for such purposes to hold, deal with, manage, direct the management of, buy, sell, exchange or otherwise dispose of or acquire any right or interest in or over any real or personal property of any kind whatsoever and to undertake and carry on any business undertaking or transaction.
- (28) 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, debentures, debenture stock or security of the Company.
- (29) To distribute any of the Company's property or assets among the members in specie.
- (30) To cause the Company to be registered or recognised in any foreign country.
- (31) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, factor or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees, factors or otherwise.
- (32) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1 each.

WE, the several persons, whose names, addresses and descriptions 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
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Michael Meredith Swann Broadcasting House London W1A 1AA Chairman, The Board of Governors of the British Broadcasting Corporation	One
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James Ian Raley Trethowan Broadcasting House London W1A 1AA Director General, The British Broadcasting Corporation	One
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DATED the 14th day of February 1979

WITNESS to the above signatures:-

Bernard Antony Jennings
Broadcasting House
Portland Place
London W1A 1AA
Solicitor

THE COMPANIES ACTS 1948-1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BBC ENTERPRISES LIMITED

PRELIMINARY

1. In these Articles:-

(1) "Part I" means the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948

(2) "Part II" means the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948

(3) Except where otherwise specifically provided any reference to a "regulation" is a reference to a regulation contained in Part I

2. The company is a private company and regulation 2 in Part II shall apply

3. The regulations contained in Part I shall apply subject as hereinafter provided

INTERPRETATION

4. Regulation 1 shall apply to the interpretation of these Articles

SHARE CAPITAL AND VARIATION OF RIGHTS

5. Regulation 3 shall not apply. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the company are liable to be redeemed.

6. Subject to Article 7 and to regulation 2 of Part II, the shares shall be at the disposal of the directors, who may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount except as provided by section 57 of the Act.

7. Unless otherwise decided by ordinary resolution any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the company. The directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the directors be conveniently offered in manner hereinbefore provided.

LIEN

8. In regulation 11 the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

9. Regulation 22 shall be modified so that the instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee.

10. Regulation 24 shall not apply. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

11. Regulation 53 shall not apply, but instead regulation 4 of Part II shall apply.

12. In regulation 58 the words "or not carried by a particular majority" shall be inserted after the words "or lost".

13. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an ordinary resolution duly passed at a general meeting of the company duly convened and held, and may consist of several documents in similar form each signed by one or more members.

DIRECTORS

14. Regulation 75 shall not apply and unless otherwise resolved by the company in general meeting the directors shall not be less than two in number. The first directors shall be appointed in writing by the subscribers to the Memorandum of Association.

15. A director may hold any other office or place of profit under the company (except that of auditor) in conjunction with his office of director and may act in a professional capacity to the company, on such terms as to remuneration and otherwise as the directors shall arrange.

16. Regulation 77 shall not apply and no share qualification shall be required for a director.

17. Regulation 78 shall not apply and a director may be or become a director or other officer of or otherwise interested in, any company promoted by the company or in which the company may be interested as a member or otherwise, and such director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company unless the company otherwise directs. The directors may exercise the voting power conferred by the shares in any other company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of them directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

BORROWING POWERS

18. Regulation 79 shall not apply and the directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any other person.

POWERS AND DUTIES OF DIRECTORS

19. (1) Regulation 84 shall not apply and no director shall be disqualified by his office from contracting with the company either as vendor, purchaser or otherwise, nor shall any such contract, or any contract, matter or arrangement entered into by or on behalf of the company in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract, matter or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established. The nature of a director's interest in a contract or proposed contract with the company must be declared by him at the meeting of the directors at which the question of entering into the contract, matter or arrangement is first taken into consideration, or, if the director was not at the date of that meeting interested in the proposed contract, matter or arrangement, but becomes interested in the contract after it is made, such declaration shall be made at the next meeting of the directors held after he became so interested. A general notice to the directors by a director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such director shall give the same at a meeting of the directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement under this Article and after such general notice it shall not be necessary to give any special notice relating to any particular contract, matter or arrangement with such firm or company.

(2) A director may as a director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the company or in which he shall be in any way interested.

20. The obligation imposed by regulation 86 that "every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall not apply.

21. Regulation 87 shall not apply and the directors may exercise any of the powers in relation to pensions, superannuation funds, donations, gratuities and allowances conferred on the company by its Memorandum Provided that the directors shall not be entitled without the previous sanction of an ordinary resolution of the company to exercise the powers conferred by this Article in favour of any person who is or was a director of the company, but who does not hold or has not held any salaried employment or office in the company or in favour of the wife, widow, husband, widower, family or dependants of any such person.

DISQUALIFICATION OF DIRECTORS

22. Regulation 88 shall not apply and the office of director shall be vacated if the director:-

- (1) By notice in writing to the company resigns the office of director
- (2) Becomes bankrupt or makes any arrangement or composition with his creditors generally
- (3) Becomes prohibited from being a director by an order made under section 188 of the Act
- (4) Becomes of unsound mind
- (5) Is removed from office by a resolution duly passed under section 184 of the Act or by instrument in writing signed by a member or members holding a majority in nominal amount of the issued ordinary shares for the time being of the company.

23. Any person may be appointed or elected as a director, whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS

24. Regulations 89 to 94 inclusive shall not apply.

25. In regulation 95 the words "but shall not be taken into account in determining the directors who are to retire by rotation" shall be omitted.

APPOINTMENT AND REMOVAL OF DIRECTORS

26. Regulations 96 and 97 shall not apply. At any time and from time to time a member or members holding a majority in nominal amount of the issued ordinary shares for the time being of the company shall have power (without prejudice to the powers of the directors under regulation 95) to appoint any person or persons as director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the company.

PROCEEDINGS OF DIRECTORS

27. A director shall have the power from time to time by notice in writing to the company to appoint any person (who may be a person who is already a director and who, if he is not, shall be subject to the approval of the other directors) to act as an alternate director in his place at all meetings, in all proceedings in which and on all occasions when he does not himself act, and may in similar manner remove any person so appointed from office. An alternate director may also be removed from office by notice in writing to the company given by the co-directors of the director by whom he was appointed. An alternate director shall not be required to hold any qualification or be entitled to any remuneration from the company, but he shall be entitled while holding office to receive notice of meetings of directors and to attend and vote thereat in place of and in the absence of the director appointing him and to attend and speak at any general meeting of the company, and at any separate meeting of the holders of any class of shares in the company. An alternate director shall ipso facto vacate office if and when the director nominating him vacates office as a director. If a director is appointed as an alternate director he shall have a vote as an alternate director in addition to any other vote or votes to which he may be entitled.

28. Regulation 106 shall not apply and a resolution in writing signed by all the directors for the time being shall be as effective as a resolution passed at a meeting of the directors duly convened and held and may consist of several documents in similar form each signed by one or more of the directors and signature in the case of a body corporate which is a director shall be sufficient if made by a director thereof or its duly appointed attorney.

29. In regulation 127 the words "and shall have effect only subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP

30. In regulation 135 the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories".

INDEMNITY

31. Regulation 136 shall not apply but each director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his office or in relation thereto. This Article shall have effect only in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Michael Meredith Swann
Broadcasting House
London W1A 1AA
Chairman, The Board of Governors
of the British Broadcasting
Corporation

James Ian Raley Trethowan
Broadcasting House
London W1A 1AA
Director General, The British
Broadcasting Corporation

Dated this 14th day of February 1979

Witness to the above signatures:-

Bernard Antony Jennings,
Broadcasting House, Portland Place, London W1A 1AA, Solicitor.
