

COMPANY NO. 1586580

THE COMPANIES ACTS 1948 to 1981

FRIDAY



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11/01/2019 #38
COMPANIES HOUSE

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GLOBAL RADIO HAMPSHIRE ①
OCEAN SOUND LIMITED

(Adopted on the 19th December 1984)

Amended by Special Resolution passed on
11 December 2018

PRELIMINARY

1. Subject as hereinafter provided, the regulations in Table "A" in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. Regulations 3, 11, 24, 58, 75, 77, 79, 88 and 106 of Table "A" shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table "A" subject to the modifications hereinafter contained shall constitute the regulations of the Company.

3. The Company is a private Company limited by Shares and accordingly:-

(a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company is prohibited

(b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public is prohibited

① GLOBAL RADIO HAMPSHIRE LIMITED WAS PREVIOUSLY KNOWN AS THE OCEAN RADIO GROUP LIMITED. THIS NAME CHANGE WAS AUTHORISED BY SPECIAL RESOLUTION PASSED ON 4 NOVEMBER 2008.

THE OCEAN RADIO GROUP LIMITED WAS PREVIOUSLY KNOWN AS OCEAN SOUND LIMITED. THIS NAME CHANGE WAS AUTHORISED BY SPECIAL RESOLUTION PASSED ON 29 SEPTEMBER 1995.

SHARES

4. The Directors of the Company are authorised during the period of five years from the date of adoption of these Articles (being 19th December 1984) to allot, grant options over or otherwise dispose of the shares authorised at the said date of adoption in the capital of the Company at such times and on such conditions as they think fit subject to the provisions of Articles 3 hereof and provided that no shares shall be issued at a discount and the provisions of Section 17 of the Companies Act 1980 shall not apply to the exercise of such authority during such period or any properly authorised renewal of such period

5. Subject to any direction to the contrary that may be given by the Company in general meeting 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 possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of Section 17 of the Companies Act 1980 shall have effect only in so far as they are not inconsistent with this Article.

6. 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.

LIEN

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies

12. Notwithstanding anything to the contrary in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer:

- (i) is executed by any chargee to whom such shares have been charged by way of security, or by a nominee of such chargee ("**Secured Institution**");
- (ii) is executed by a Secured Institution, pursuant to the power of sale under such security, and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts; or
- (iii) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares,

and the directors shall immediately register any such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary in these articles, no shares in the Company to be transferred or proposed to be transferred to a Secured Institution shall be required to be offered to the shareholders for the time being of the Company and no such shareholder shall have any right under the articles or otherwise to require such shares to be transferred to them for valuable consideration or otherwise.

(whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

SHARE CAPITAL

8. (a) The share capital of the Company at the date of the adoption of this Article is £1,000,000 divided into 5,000 Ordinary Shares of £1 each and 995,000 Non Voting Ordinary Shares of £1 each.

(b) The Non Voting Ordinary Shares of £1 each shall not entitle the holders thereof to receive notice of or attend and vote at general meetings of the Company but shall in all other respects rank pari passu with the Ordinary Shares of £1 each

CALLS ON SHARES

9. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER OF SHARES

10. In Clause 22 of Table "A" the words "and Transferee" and "except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act" shall be omitted.

11. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of shares, whether fully paid or not.

12. See new Article 12.

GENERAL MATTERS

1312. In Clause 49 to Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS

1413. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

1514. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn.

[In the event of an equality of votes the Chairman shall not have a second or casting vote.]

1615. Subject to the provisions of the Act a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representative) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Such Resolution may consist of several documents in like form each signed by one or more of the Members.

DIRECTORS

17 16. (a) The number of Directors shall be not less than one, and if at any time and from time to time there shall be only one Director of the Company then such Director may act alone in exercising all the powers and authority vested in the Directors.

(b) A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the company or at any separate meeting of the holders of any class of shares of the Company.

18 17. The Company shall not be subject to Section 185 of the Companies Act 1948 and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

19 18. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, and may be counted in the quorum of any meeting at which any such matter is considered. Paragraphs (2) and (4) of Clause 84 in Table "A" shall not apply to the Company.

ALTERNATE DIRECTORS

20 19. Each Director shall have the power by writing under his hand to nominate any person approved for that purpose by the other Directors, to act as his alternate Director during his absence, on such appointment being made the alternate Director shall be entitled to receive notice of meetings of Directors and to attend and vote thereat but shall not be entitled to any

remuneration from the Company otherwise than out of the remuneration of the appointor and agreed between the alternate director and appointor. Such appointment may be revoked at any time by the appointor or by a resolution of directors or by an ordinary resolution of the Company in General Meeting. An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director. All appointments and removals of an alternate director shall be in writing delivered at the Registered Office of the Company.

BORROWING POWERS

- 21 20. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purpose of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ASSOCIATE OR LOCAL DIRECTORS

- 22 21. (a) The Directors may from time to time appoint any one or more than one person (being an employee or representing the Company) to be designated as an Associate Director or as a Local Director and may from time to time revoke any such appointment or remove such person.

(b) The Directors may fix determine and vary the powers duties remuneration and title (which title need not include the words "Associate" or "Local" but may include instead a reference to his function) of any person so appointed.

(c) A person so appointed shall not be or be deemed to be or held out to be a Director of the Company within the meaning of that word as used in these Articles or the Act and no person so appointed shall be entitled to attend or be present at any

meetings of the directors or of any Committee of the Directors unless the directors shall require him to be in attendance thereat and accordingly he shall not be counted in the quorum therefor or be entitled to vote thereat.

DISQUALIFICATION OF DIRECTORS

23 22. The office of Director shall be vacated if the Director:-

(a) Becomes bankrupt or suspends payment or compounds with his creditors

(b) Becomes prohibited from being a director by reason of any Order made under Section 188 of the Companies Act 1976 or Section 9 of the Insolvency Act 1976.

(c) Is found lunatic or becomes of unsound mind.

(d) Is absent from Directors' Meetings for six calendar months without the consent of the other Directors and they resolve that he vacate office.

(e) If by notice in writing to the Company he signifies his resignation as a Director.

PROCEEDINGS OF DIRECTORS

24 23. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors if constituting a majority or all the members of a Committee if constituting a majority shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be. Such Resolution may consist of several documents in like form signed by one or more of the Directors.

ROTATION OF DIRECTORS

25 24. In regulation 89 of Table "A" after the words "then the number nearest" shall be inserted the words "to but not exceeding".

CONSULTATIVE COMMITTEE

26 25. (a) The Directors shall from time to time appoint such persons as they shall think fit to be a Consultative Committee to the Company and may from time to time revoke any such appointment or remove any such person.

(b) Unless otherwise determined by the Directors, the number of persons so appointed to the Consultative Committee from time to time shall not exceed twenty-one.

(c) The Consultative Committee shall have the following powers:-

(i) Subject to sub-clause (a) and (b) hereof to appoint such further persons representing the community to the Committee and for such period and on such terms as they shall think fit.

(ii) To draw up and subject to the prior approval of the Directors to adopt their own regulations as to constitution conduct of meetings and voting rights and to amend or add to the same from time to time PROVIDED HOWEVER the Directors shall fix determine and vary the remuneration of any person on the Consultative Committee.

(d) The Consultative Committee shall advise the Company on all matters referred to it by the Directors and all such other matters affecting the community or the business of the Company as it shall deem should be brought to the attention of the Directors.

(e) A person so appointed shall not be or deemed to be or held out to be a Director of the Company within the meaning of the word as used in these Articles, nor unless expressly authorised in writing by the Directors be or deemed to be or held out to be representing the Company.

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(f) The Consultative Committee shall be entitled to nominate two of their members approved by the other Directors to the Board of Directors of the Company. Such appointment may be revoked at any time by the Consultative Committee or by a resolution of the Board of Directors or by ordinary resolution of the Company in general meeting.

(g) The Directors may invite any person from the Consultative Committee to attend at meetings of the Directors, but save as provided in sub-clause (f) hereof no person shall be entitled to attend or vote thereat

THE SECRETARY

27. 26. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 21 of the Companies Act 1976.

NOTICES

28. 27. In regulation 131 of Table "A" all the words after the words "letter containing the notice" shall be omitted and in substitution therefor there shall be inserted the words "and if posted by pre-paid first class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted and if posted by any other class of pre-paid mail at the time at which the letter would be delivered in the ordinary course of post."

INDEMNITY

29. 28. In addition to the indemnity contained in regulation 136 of Table "A" and subject to the provisions of Section 205 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.