

Broadcastle Limited

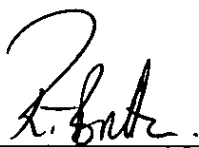
Company No 1901899

The Companies Act 2006

The following Resolutions were passed on 01 August 2012 in accordance with the Articles of Association as Special Resolutions

Special Resolutions

- 1 That the Articles of Association of the Company be amended by deleting all of 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 draft regulations attached to these resolutions be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company



R Britton
Company Secretary

Date 1 August 2012



NOTE To be filed within 15 days after the passing of the Resolution(s)

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF BROADCASTLE LIMITED

**(Adopted by Special Resolution passed on 01 August
2012)¹**

1. Interpretation

In these Articles, if not inconsistent with the subject or context

'Acts' means the 1985 Act and the 2006 Act (as appropriate) and (in either case) includes any statutory modification, amendment, variation or re-enactment thereof, for the time being in force

'1985 Act' means the Companies Act 1985 as amended or re-enacted from time to time

'2006 Act' means the Companies Act 2006 as amended or re-enacted from time to time

Table A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985

2. Table A

2 1 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles

2 2 Regulations 24, 40, 65 and 73 to 80 inclusive and 105 of Table A do not apply to the Company

3. Share Capital

The provisions of section 89(1) of the Act do not apply to the Company

¹ These new Articles of Association were amended by special resolution passed on 2012 to remove, inter alia, the Memorandum of Association of the Company and accordingly this Company does not have any Memorandum of Association pursuant to the Companies Act 2006

4. Proceedings at general meetings

- 4 1 No business shall be transacted at any meeting unless a quorum is present One person entitled to vote upon the business to be transacted being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum
- 4 2 In the case of joint holders of a share the signature of any one of them is sufficient for the purposes of passing resolutions in writing under regulation 53 of Table A
- 4 3 In the case of a corporation, a director or its secretary is deemed to be a duly authorised representative for the purposes of regulations 53 and 54 of Table A
- 4 4 A proxy is entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly

5. Numbers of Directors

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any statutory maximum but shall not be less than one save that where there is one director only, such one director shall not also act as company secretary

6. Alternate Directors

Any director (other than an alternate director) may by notice in writing appoint any other person willing to act, to be an alternate director and may remove from office an alternate director so appointed by him

7. Appointment, removal and disqualification of directors

- 7 1 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the 1985 Act) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 9 as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office
- 7 2 The directors may at any time appoint any person who is willing to act to be a director, either as an additional director or to fill a vacancy
- 7 3 A director is not required to hold any qualification shares in the Company
- 7 4 The office of a director is vacated
 - 7 4 1 if by notice in writing to the Company he resigns his office of director,
 - 7 4 2 if he is for more than 6 months absent without permission of the directors from meetings of the directors held during that period, unless he has appointed an alternate director who has not been similarly absent during that period,

- 7 4 3 if he becomes bankrupt or enters into any arrangement or composition with his creditors generally,
 - 7 4 4 if he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director,
 - 7 4 5 if he becomes in the opinion of the other directors of unsound mind,
 - 7 4 6 if he is removed from office under article 7 1
- 7 5 A director shall not be required to vacate his office or be ineligible for re-election, and no person shall be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age

8. Directors' Interests

A director may vote on any matter in which he is interested and be included for the purpose of a quorum at the meeting at which it is considered provided such interest has been disclosed in accordance with Regulation 85 Regulation 94 of Table A shall be modified accordingly

9. Directors' Powers to Authorise Conflicts of Interest

- 9 1 The directors may, in accordance with the requirements set out in this article, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest ('Conflict') For the avoidance of doubt, Directorships, employment or shareholdings in the Company or other companies within the same group shall not, in itself, be considered a Conflict
- 9 2 Any authorisation under this article will be effective only if
- 9 2 1 the matter in question shall have been proposed by any director for consideration at a meeting of directors 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,
 - 9 2 2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question, and
 - 9 2 3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted
- 9 3 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently)
- 9 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised,
 - 9 3 2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine,
 - 9 3 3 be terminated or varied by the directors at any time

- 9 4 This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation
- 9 5 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to
 - 9 5 1 disclose such information to the directors or to any director or other officer or employee of the company,
 - 9 5 2 use or apply any such information in performing his duties as a director,
 - 9 5 3 where to do so would amount to a breach of that confidence
- 9 6 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director
 - 9 6 1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict,
 - 9 6 2 is not given any documents or other information relating to the Conflict,
 - 9 6 3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict
- 9 7 Where the directors authorise a Conflict
 - 9 7 1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict,
 - 9 7 2 the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the 2006 Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation
- 9 8 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

10. Proceedings of directors

- 10 1 All or any of the directors or members of any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be

counted in a quorum, and accordingly a meeting of the directors may be held where each of those present or deemed to be present is in communication with the others only by telephone or other communication equipment as aforesaid. A meeting where those present or deemed to be present are in different locations shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

- 10.2 Where the number of directors is one the quorum for a board meeting shall be one and Regulation 89 shall be modified accordingly.

11. Notices, Resolutions, etc

- 11.1 Any requirement in these Articles or in Table A for any notice, resolution or other document to be signed by or on behalf of any person shall be deemed satisfied where a notice, resolution or other document is received with the signature of the relevant person reproduced thereon by means of facsimile copy if such signature is confirmed by receipt of the notice, resolution or document bearing the original signature in manuscript within 14 days of receipt of the reproduction.
- 11.2 Any corporation or company, being a member and entitled to vote, may by an instrument in writing in such form as the board may from time to time prescribe or accept and signed by either two directors or one director and the company secretary or two authorised signatories authorise any person, though not a member of the Company, to act as its representative at meetings, and such representative shall be entitled to exercise the same powers on behalf of the corporation or company which he represents as that corporation or company could exercise if it were an individual shareholder of the Company.

12. Corporate Representation

In addition to the provisions of Section 323 of the 2006 Act, the Company may by an instrument in writing signed by either two directors or one director and the company secretary or two authorised signatories of the Company authorise any person to act as its representative at any such meetings as are referred to in Section 323 of the Act, and such representative shall be entitled to exercise the same powers on behalf of the Company as the company could exercise if it were an individual shareholder.

13. Compliance with Siemens Internal Regulations

- 13.1 The board of directors shall manage the Company's businesses in accordance with the law, the most recent version of the articles of association and the resolutions of the shareholders.
- 13.2 The responsibility of the board of directors requires them to manage the Company's businesses in accordance with the Siemens guidelines and group policy of Siemens Aktiengesellschaft. The board of directors shall in particular give due consideration in this connection to the provisions of the Siemens Compliance Program and the regulations on risk management, planning, investment, human resource development, strategic management and corporate reporting that are in force throughout the Siemens group to the extent permitted by law or the rules or regulations of a regulatory body or securities exchange to which the Company is subject.
- 13.3 The board of directors shall ensure that all applicable statutory provisions and internal company guidelines are observed and shall also endeavour to ensure

their observation by subsidiary companies (compliance) The board of directors shall ensure adequate risk management and risk controlling

13 4 To ensure efficient collaboration within the Siemens group, the board of directors shall ensure that, within their respective areas of responsibility, all of the directors -

- (1) keep themselves up to date on all applicable internal regulations of Siemens AG and all internal regulations issued by Siemens companies with authority in matters of general policy ("internal regulations"),
- (2) examine whether the implementation of internal regulations in the Company is permitted under English law. If this examination yields a positive result, the directors shall take all necessary measures to implement the internal regulation promptly in the Company and shall without delay submit notification, including the corresponding documentation, to the issuing unit and the unit with central responsibility for the implementation of internal regulations within the Siemens group. If the directors conclude that, for legal reasons, an internal regulation cannot be implemented in the Company or can be implemented in the Company only with amendments, the directors shall without delay notify the issuing unit and the unit with central responsibility for the implementation of internal regulations within the Siemens group and explain the reasons. Until the ultimate nature and manner of implementation have been clarified, the directors shall implement the internal regulation to the extent permissible under the law in such a way that the measure implemented comes as close as possible to the original purpose and object of the regulation
- (3) cancel any existing regulations that contradict the internal regulations as each of these is implemented,
- (4) take all appropriate measures, following the implementation of an internal regulation, to ensure that it is complied with at all times and that compliance is regularly monitored,
- (5) inform the issuing unit and the central unit responsible for the implementation of internal regulations within the Siemens group as soon as it is no longer possible, for legal reasons, to (fully) apply an internal regulation already implemented in the Company,
- (6) adequately document the notification, examination, implementation and reporting process set out in (1) to (5), and
- (7) through the exercise of the Company's voting rights in each subsidiary of the Company in which the Company holds a majority of the voting rights, shall establish the commitment of the directors of each such subsidiary to the principles described in Articles 14 4 (1) to 14 4(6) and ensure compliance with such principles by the directors of each such subsidiary

14. Dividends in Specie

The directors may pay a dividend satisfied wholly or partly by the distribution of assets without the requirement of shareholder approval