

NO. 2008952

THE COMPANIES ACT  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS  
OF  
THE ARTS CHANNEL LIMITED

Passed on the 4<sup>th</sup> of June 1986

We, the undersigned, being all the Members of the above-named company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE as a Special Resolutions:

Special Resolutions

1. "That the Memorandum of Association of the Company be altered as to its objects by the substitution for the existing objects clause of the Company of the clause attached to this resolution and initialled for the purposes of identification by the Members
2. That the authorised share capital of the Company be and it is hereby increased from £100 divided into 100 Ordinary Shares of £1 each to £250,000 divided into 250,000 Ordinary Shares of £1 each by the addition of 249,900 Ordinary Shares of £1 each.
3. That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise for a period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £250,000 and to make offers or agreements of the kind referred to in sub-section (7) of the said Section 80 and for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning herein.
4. "That the Directors of the Company be and they are hereby empowered from the date of passing of this Resolution to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred on them under Section 80 of that Act by virtue of Resolution (3) above as if Section 89(1) of that Act did not apply to any such allotment"
5. "That the Articles of Association of the Company be the insertion of the following paragraph as Article 22 and the renumbering of the subsequent Articles as Articles 23 to 27:"



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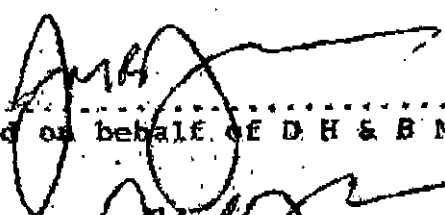
"A meeting of the Directors may be validly held notwithstanding that such Directors may not be in the same place provided that:-

- (1) they are in constant communication with each other throughout by telephone, television or other form of communication; and
- (2) all Directors entitled to attend such meetings so agree".

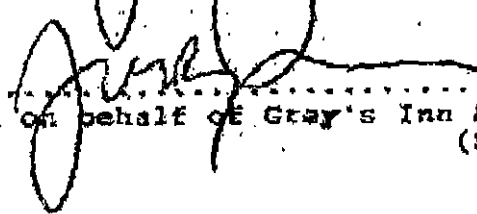
Dated

4<sup>th</sup> June 1986

Signed:

  
For and on behalf of D H & B Nominees Limited

  
For and on behalf of Gray's Inn Nominees Limited

  
For and on behalf of Gray's Inn Secretaries Limited  
(Secretary)

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
THE ARTS CHANNEL LIMITED  
NEW OBJECTS CLAUSE

The objects for which the Company is established are:-

- (1) To acquire all or any part of the undertaking and assets of Beamlink Limited and to carry on the business of producing and distributing by broadcast, cable or satellite delivery television programmes and channels
- (2) To carry on business as distributors of, buyers, sellers, merchants and dealers in cinematograph films, records, tapes and all other apparatus for recording events by means of sight and sound and all rights to produce, distribute or exhibit any show, entertainment or event by means of films, records or such other apparatus as aforesaid
- (3) To carry on in all parts of the world the business of making, producing, exhibiting, distributing, renting, letting on hire and otherwise exploiting cinematograph and television films videotapes and motion pictures and film subjects of all kinds, and to act as agents for the purchase, sale, hiring and exploitation thereof, and generally to manufacture, buy, hire, sell, let on hire, produce, or otherwise deal in cinematograph, television and other films and photographic or other apparatus, articles, plant, machines and accessories, capable of being used in connection therewith or in connection with cinematograph or television shows, exhibitions and entertainments, or useful for the purpose of such shows, exhibitions and entertainments.
- (4) To employ persons to write, compose, adapt or arrange plays, cinematograph and moving picture plays, sketches, songs, music, dances and any other theatrical, musical or variety compositions, and to enter into agreements with authors, composers and lyric writers or other persons for the dramatic or other rights of operas, stage plays, operettas, revues, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces, musical compositions, cinematograph and moving picture plays, scenarios and other musical and dramatic performances and entertainments, or for the representation thereof in any part of the world.
- (5) To engage, provide and employ, or to act as agents in the engaging, providing and employing of artistes, actors, singers, dancers, variety performers, sportsmen,

lecturers, instructors, entertainers and any other persons or companies for the production, transmission, representation and performance of scenarios, film plays, stage plays, operas, burlesques, vaudevilles, pantomimes, ballets, concerts, exhibitions, sports, entertainment, performances and amusements of any kind.

- (6) To acquire and dispose of copyrights, rights of representation, licences and any other rights or interest in any book, paper, pamphlet, drama, play, poem, song, composition (musical or otherwise), picture, drawing, work of art or photograph, and to print, publish or cause to be printed or published anything of which the Company has a copyright or right to print or publish, and to sell, distribute and deal with any matter so printed or published in such manner as the Company may think fit, and to grant licences or rights in respect of any property of the Company to any other person, firm or company.
- (7) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

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CHAIRMAN