

Company Number: 02060821

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION(S) OF PROMINENT FEATURES LIMITED

WRITTEN RESOLUTION(S)

We, the undersigned, being all the members of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company hereby pass the following resolutions as special resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held:

SPECIAL RESOLUTIONS

NEW ARTICLES

That the regulations set forth in the printed document attached to this resolution, and for the purpose of identification signed by the Company Secretary, be approved and adopted as the articles of association of the company, in substitution for, and to the exclusion of, all the existing articles thereof

PURCHASE OF  
OWN SHARES

That the terms of the contract proposed to be made between the company of the one part and Eric Idle of the other part for the purchase of 1000 ordinary shares of £1 each in the company which terms are set out in the copy of the proposed contract attached to this resolution and for the purpose of identification, signed by the Company Secretary, be and are hereby authorised.

J.M. Cleese

T.G.P Jones

M.E. Palin

S. Abbott

T.V. Gilliam

A. James

Dated: 23 Sept. 1999



St. Aubrey

### PURCHASE OF OWN SHARES

6. Subject to Chapter VII of Part V of the Act, the company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

### REDEMPTION OF SHARES

7. (a) Subject to Chapter VII of Part V of the Act, any shares may with the sanction of an ordinary resolution be issued on the terms that they are, at the option of the company or the shareholder, liable to be redeemed on such terms and in such manner as the company before the issue of the shares may in these Articles determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
- (b) Subject to Chapter VI of Part V of the Act, the company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the company or its holding company.

### LIEN ON SHARES

8. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (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 fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: 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.

### TRANSFER OF SHARES

9. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a share, whether or not it is a fully paid share. The Directors may also decline to register any transfer of shares on which the Company has a lien. The first sentence of regulation 24 and all of regulation 25 of Table A shall not apply to the Company.

### COMPANY SEAL

10. The Directors may execute under the signature of any two of them or any one of them and the company secretary and pursuant to Sections 36A and 36B of the Act deliver any document so as to have the same effect as a deed as in any such case they may think fit and the Company need not have a common seal. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

### GENERAL MEETINGS AND RESOLUTIONS

11. In accordance with section 372(3) of the Act in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

St. Asny

12. If and for so long as the Company shall have only one member pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 then the quorum necessary for the transaction of business at a General Meeting shall be one. The quorum necessary for the transaction of business where the Company has more than one member shall be two. Regulation 40 of Table A shall be read and construed accordingly.
13. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

### DIRECTORS

14. Unless and until the Company by ordinary resolution shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles. The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the directors but unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. Regulation 89 of Table A shall be modified accordingly.
15. The Directors may appoint a person who is willing to act to be a director, either to fill a casual vacancy or as an additional Director, and the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director.
16. Subject to the provisions of these Articles and to section 293 of the Act 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.
17. A director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the Company.

### BORROWING POWERS

18. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or security over 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 third party.

### ALTERNATE DIRECTORS

19. (a) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.
- (b) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

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### DISQUALIFICATION OF DIRECTORS

20. The office of a Director shall automatically be vacated if he becomes incapable by reason of illness, injury or operation of law of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

### INDEMNITY

21. Subject to the provisions of section 310 of the Act every Director or other officer of the Company shall be indemnified out of assets of the Company against all losses or liabilities which he may sustain or incur in or about 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 judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 (3) or (4) or Section 727 of the Act in which relief is granted to him by the court, and no other 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. In this connection the Company may purchase and maintain indemnity insurance cover for its Directors and other officers pursuant to Section 310(3) of the Act. Such indemnity shall extend to former Directors and officers of the Company.

NAME AND ADDRESS OF ORIGINAL SUBSCRIBER(S)

W. TESTER  
70/74 CITY Road  
London EC1Y 2DQ

C. MILFORD-COTTAM  
70/74 CITY Road  
London EC1Y 2DQ

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These Articles of Association were adopted in substitution of all  
previous articles of association on 23/09/99, 1999