

2087671

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WALL TO WALL TELEVISION LIMITED

- 1 The name of the Company is Wall to Wall Television Limited
- 2 The Registered Office of the Company will be situate in England.
- 3 The objects for which the Company is established are
 - (a) To carry on the business of making, producing, editing, exhibiting, buying, selling and dealing in, distributing, renting, letting on hire and otherwise exploiting cinematograph, television, hologram and video films and motion pictures and sound recordings therefor for television, video, cable, theatrical or satellite broadcasting to act as advisors, consuler is and tutors on all aspects thereof and generally to act as agents for the purchase, sale, hiring and exploitation thereof, and generally to manufacture, duplicate and produce copies under licence of and to buy, hire, edit, sell, let on hire, import, export, produce or otherwise deal in cinematograph, television and all video cameras, recorders, tapes and cassettes and other photographic, electronic or other apparatus, articles, plant, machines and accessories, and to promote and manage all cinematograph, television or live shows, exhibitions and entertainments
 - (b) To carry on business as technical illustration specialists, graphic and design consultants, commercial artists, specialists in audio visual presentation, video documentation and photography to design sets for films and television studios, to produce animation work radio programmes, commercials and illustrations, to act as lithographic, letterpress and silkscreen printers, typesetters and general contractors in relation to the production, purchase or sale of publicity brochures, phamplets, leaflets, guides, catologues, programmes, books, magazines and periodicals, music and entertainments, manufactured articles, goods, produce and services
 - (c) To carry on business as advertising and public relations consultants, designers, manufacturers, builders and fixers of all advertising signs, visual displays, boards, posters and other articles and to deal in all varieties of wrappings and containers, to plan and carry out all advertising campaigns and schemes and to arrange exhibitions and to carry out market surveys and consumer research and to organise all conferences and seminars, displays, presentations and exhibitions and to undertake all distribution and delivery services in connection with the services and products of the Company
 - (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business



- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adept, dismantle, remodel, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation
- (k) To act as agents or brokers, for any person, firm or company and to undertake and perform sub contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them
- (l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods the performance of any contract or obligation of any person firm or company whatsoever

- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined
- (p) To borrow and raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide
- (s) To make advances to customers, and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or, non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependants and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable Institutions or trade societies, whether such Institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies
- (x) To distribute any property in specie among the members of the Company
- (y) Subject to and in accordance with due compliance with the provisions of sections 155-158 of Companies Act 1985 (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of Companies Act 1985) for any such purposes as is specified in sections 151(1) or 151(2) of Companies Act 1985, including the giving by the Company of a guarantee for the performance of any obligation of any other company or person and the creation of any security in respect of the same ¹

¹ As amended by written resolution dated 28 November 2007

- (z) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses

- 4 The liability of the members is limited
- 5 The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WALL TO WALL TELEVISION LIMITED

(Adopted by Special Resolution dated 16 September 1993 and
amended by Written Resolution dated 28 November 2007)

- A Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles)
- 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
- (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
 - (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,
- and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise
- 2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 1(a) above)
- 3 Any lien over shares held by the Company as set out in regulations 8-10 of Table A in the Companies Act (Tables A-F) Regulations 1985 shall not apply to shares held by a Secured Institution (as defined in Special Article 1(a) above)

Any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company

PRELIMINARY

- 1 The Regulations in Table "A" in the Companies (Tables A - F) Regulations 1985 shall apply to the Company and such Table is hereinafter referred to as Table A. Such Regulations (save as are herein excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989

SHARES

- 2.1 The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public
- 2.2 The Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot shares up to the amount of the authorised share capital without limit of time from the date of adoption of these Articles
- 2.3 In accordance with Section 91 of the Act sections 89 and 90 (1) (6) and (7) thereof shall be excluded from applying to the Company
- 2.4 Subject to the provisions of Chapter VII of Part V of the Act
- (a) The Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or shareholder,
 - (b) The Company may purchase its own shares (including any redeemable shares),
 - (c) The Company may make payments in respect of the redemption or purchase under section 160 or (as the case may be) 162 of the Act and the relevant power (a) or (b) above of any of its own shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares to the extent permitted by section 171 of the Act

Regulation 35 of Table A shall not apply

DIRECTORS

- 3.1 Regulation 64 of Table A shall not apply to the Company
- 3.2 The number of the Directors shall be determined by an Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions expressed to be vested in the Directors generally and Regulation 89 of Table A shall be modified accordingly
- 3.3 The Directors shall not be subject to retirement by rotation and accordingly regulations 73 to 75 shall not apply and all other references in the regulations to retirement by rotation shall be disregarded

- 3 4 The power to appoint Directors,, whether to fill casual vacancies or as an addition to the Board or otherwise, and the power to remove any Director shall reside in Wall to Wall (Holdings) Limited whose registered office is at [] Notice of the appointment or removal of a Director shall be given in writing or by facsimile or by telex to the Company by Wall to Wall (Holdings) Limited and shall take effect as from the date of receipt of such notice by the Company
- 3 5 No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age

ALTERNATE DIRECTORS

- 4 A Director may from time to time by notice in writing to the Company appoint any person approved by the Board at any meeting of the Board from which he is himself absent , and may in like manner remove any person so appointed from office An Alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the Board Regulations 65 and 67 of Table A shall not apply

POWERS AND DUTIES OF DIRECTORS

- 5 Subject to Section 317 of the Act a Director or Alternate Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract or arrangement is under consideration, and Regulation 94 of Table A shall be modified accordingly

PROCEEDINGS OF DIRECTORS

- 6 Any Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other and the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting

ASSOCIATE DIRECTORS

- 7 The Directors shall have power from time to time by Resolution to appoint any one or more persons, to the office of Associate Director of the Company and the following provisions with regard to any such appointments shall have effect
- (a) The appointment,, tenure of office and scope of duties of an Associate Director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit, and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of an Associate Director, except that no action shall be done that would impose any personal liability on any Associate Director except with his full knowledge and consent
 - (b) The Directors may also from time to time by Resolution remove any Associate Director from office and if they so decide appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Associate Director and the Company
 - (c) The appointment of a person to be an Associate Director may be in the place of or in addition to his employment by the Company in any other capacity

- (d) The remuneration of an Associate Director may be determined from time to time by the Directors and may be payable by a lump sum or by way of salary or commission on the dividends or profit or turnover of the Company or any division or branch or part thereof, or of any other company in which the Company is interested, or other participation in any other such profits or otherwise by any or all or partly by one and partly by another or others of these modes or otherwise as the Directors may from time to time determine
- (e) An Associate Director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Statutes or these Articles
- (f) An Associate Director shall be in attendance at meetings of the Directors and of any Committee of Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge, experience and advice

INDEMNITY

- 8 Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the incurred 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 727 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act. Regulation 118 of Table A shall not apply to the Company