

Company No. 2087671

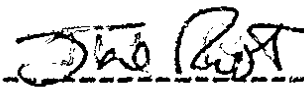
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

RESOLUTION  
OF  
WALL TO WALL TELEVISION LIMITED

Passed 16th September 1993

At an Extraordinary General Meeting of the Company duly convened and held on the above date the following Resolution was duly passed as a SPECIAL RESOLUTION:-

That the Company adopt New Articles of Association in the form of the draft annexed

  
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Director



See Ref

**THE COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY SHARES**

**NEW ARTICLES OF ASSOCIATION**

**OF**

**WALL TO WALL TELEVISION LIMITED**

(Adopted by Special Resolution  
passed 16th September 1993)

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**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. 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 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.
- 3.1 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.
- 3.2 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.
- 3.3 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

- 4.1 Regulation 64 of Table A shall not apply to the Company.
- 4.2 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.
- 4.3 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.
- 4.4 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 325 City Road, London EC1V 1LJ. 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.
- 4.5 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

5. 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

6. 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

7. 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

8. 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

9. 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 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 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.