

Women in Film & Television (UK) Limited
(the "Company")
Company Number: 2488927

Resolution

At a General Meeting of the Company held at 6 30 pm on Monday 28 April 2014 at The Theatre Trust, 22 Charing Cross Road, London, WC2H 0QL, the following resolution was passed

Special Resolution

That the Articles of Association produced to the meeting, and initialled by the Chair of the meeting for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and in place of the existing Articles of Association

By Order of the Board


Chairman

THURSDAY



A15

A37FVYW2

08/05/2014

#285

COMPANIES HOUSE

Private company limited by guarantee

and not having a share capital

ARTICLES OF ASSOCIATION

of

WOMEN IN FILM AND TELEVISION (UK) LIMITED
(the "Company")

(Adopted by special resolution passed on 28 April 2014)

1. DEFINITIONS AND INTERPRETATIONS

1.1 In these Articles -

"2006 Act" means the Companies Act 2006,

"Act" means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company,

"Articles" means the Company's articles of association for the time being in force,

"Board" means the board of directors of the Company from time to time,

"clear days" means in relation to the period of a notice that period excluding the day on which the notice is given or on which it is to take effect,

"director" has the meaning given in section 250 of the 2006 Act,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" has the meaning given in section 1168 of the 2006 Act,

"eligible directors" means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter),

"Rules" means the rules of the Company made in accordance with Article 3.1,

"Seal" means the common seal of the Company,

"Secretary" means the person appointed by the Board from time to time to perform the duties of the secretary of the Company,

"United Kingdom" means Great Britain and Northern Ireland, and

"working day" means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business.

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- 1 2 Expressions referring to in writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise
- 1 3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the 2006 Act as in force at the date at which these Articles became binding on the Company
- 1 4 The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles shall not apply to the Company

2. OBJECTS

- 2 1 The Company is established for the objects expressed in the Memorandum of Association

3. RULES

- 3 1 The Board may from time to time make such Rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such Rules regulate
- (i) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (ii) the conduct of members of the Company in relation to one another, and to the Company's employees,
 - (iii) the constitution of the Board, including provisions for the rotation of its members and the nomination and election of new members of the Board, insofar as the same are not regulated by these Articles,
 - (iv) the procedure at General Meetings and meetings of the Board and committees of the Company insofar as such procedure is not regulated by these Articles, and
 - (v) generally, all such matters as are commonly the subject of Company rules

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The Company in General Meeting shall have power to alter or repeal the Rules and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company. All such Rules, shall for as long as they are in force be binding on all members of the Company provided that no Rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company

4. MEMBERS

4 1 The following persons and no others shall be members of the Company -

- (a) such persons as subscribed to the Memorandum and Articles of Association before the registration thereof, and
- (b) such other persons who satisfy such criteria as the Board may from time to time determine and set forth in the Rules and who may become members of the Company in accordance with the Rules

4 2 Any election of a person to be a member of the Company under the provisions of Article 4 1 shall conform to the regulations and conditions set out in the Rules. The Board shall incorporate provisions in the Rules covering the following matters -

- (a) procedure for applications and elections to membership,
- (b) subscriptions, and
- (c) the circumstances in which a member shall cease to be a member of the Company

In the event of such person being elected in accordance with the Rules she shall be entered as a member of the Company on the Register of Members

4 3 Membership is not transferable and a person's membership terminates when that person dies

4 4 For the purposes of registration, the number of members of the Company is declared to be unlimited

4 5 Any member may terminate her membership of the Company by at least seven clear days notice in writing served on the Company and thereupon she shall be deemed to have resigned and her name shall be removed from the Register of Members

4 6 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while she is a member or within one year after she ceases to be a member for payment of the Company's debts and liabilities contracted before she ceased to be a member and payment of the costs, charges and expenses of winding up

5. GENERAL MEETINGS

- 5 1 A general meeting of the Company shall be held in every calendar year as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it at such time and place as the Board shall appoint
- 5 2 All general meetings, other than Annual General Meetings, shall be called General Meetings
- 5 3 The Board may, when they think fit, convene a General Meeting, and General Meetings shall be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 303 of the 2006 Act
- 5 4 An Annual General Meeting and all other General Meetings shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the time of meeting and in the case of special business the general nature of that business and shall be given in the manner set out in these Articles or the 2006 Act. The notice shall be given to all members of the Company, all members of the Board and in the case of the Annual General Meeting, the auditors of the Company. A meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting being a majority who together hold not less than ninety per cent of the total voting rights at that meeting of all the members

6. PROCEEDINGS AT GENERAL MEETINGS

- 6 1 The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Board and Auditors, to elect members of the Board in place of those retiring and also additional members of the Board, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special
- 6 2 No business shall be transacted at any general meeting, except the appointment of the Chairman and the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided twenty of the members entitled to attend and vote at the meeting shall be a quorum
- 6 3 If within thirty minutes from the time the meeting was due to start a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within thirty minutes from the time the meeting was due to start, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done
- 6 4 The Chairman of the meeting may adjourn a general meeting at which a quorum is present if

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- (a) the meeting consents to an adjournment, or
 - (b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 6 5 The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting. When adjourning a general meeting, the Chairman of the meeting must
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 6 6 If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Company must give at least seven clear days' notice of it
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- 6 7 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place
- 6 8 The Chairman (if any) of the Board shall preside as Chairman at every general meeting of the Company if present and willing to do so. If there is no such Chairman or if she is unwilling or unable to chair the meeting or is not present within thirty minutes of the time the meeting was due to start, one of the vice Chairman or such other Board member as is nominated by the Board shall be Chairman, or if no member of the Board is present and willing to take the Chair, the members present shall choose one of their number to be Chairman
- 6 9 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 6 10 A person is able to exercise the right to vote at a general meeting when
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

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- 6 11 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 6 12 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded. A poll may be demanded in advance of the general meeting where it is put to the vote. Subject to the provisions of the Act a poll may be demanded (a) by the Chairman, or (b) by the directors, or (c) by five or more persons having the right to vote on the resolution, or (d) by a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority or an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may before the poll is taken be withdrawn but a demand so withdrawn shall not invalidate the result of the show of hands declared before the demand was made.
- 6 13 If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it is pointed out at the meeting or adjourned meeting at which it is tendered and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.
- 6 14 Subject to the provisions of the next succeeding Articles, if a poll is demanded it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6 15 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- 6 16 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.
- 6 17 Subject to the provisions of the 2006 Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

7. PROXIES

- 7 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

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- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate

7 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

7 3 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

7 4 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

7 5 An appointment under a proxy notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

7 6 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

8. VOTES OF MEMBERS

8 1 Every member present in person shall have one vote, whether by a show of hands or on a poll and every proxy present who has been duly appointed by a member entitled to vote on the resolution shall have one vote, whether on a show of hands or on a poll.

8 2 No member shall be entitled to vote at any general meeting or otherwise if either -

- (a) all monies presently payable by her to the Company have not been paid, or

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- (b) she is prevented from voting under Clause 4 of the Memorandum of Association of the Company

9. BOARD OF DIRECTORS

- 9 1 The affairs of the Company shall be managed by the Board for which purpose they may exercise all the powers of the Company
- 9 2 The directors of the Company shall be such persons (being members of the Company) as shall from time to time be appointed by the Board or elected as directors by the members
- 9 3 The Board may from time to time determine a minimum and/or maximum number of directors of the Company and may also determine in what rotation the increased or reduced number of directors is to go out of office. The Board shall ensure that at all times (subject to such number of directors being nominated in accordance with the Rules and elected by members at Annual General Meeting) there are two directors appointed by members in accordance with the Rules ("Member Directors")) or such greater number of Member Directors as the Board shall determine
- 9 4 The Board may appoint any member who is willing to act as a director, and is permitted by law to do so, to be a director (even if at that time they have not been a member in good standing for at least one year) either to fill vacancies or as additional directors provided that the appointment does not cause the maximum number of directors set by the Board for the time being in force (if any) to be exceeded and provided further that such person shall retire from office at the next Annual General Meeting and stand for re-election
- 9 5 Each member of the Board will retire from office at the third Annual General Meeting after the Annual General Meeting when her appointment was last approved by members and shall be eligible for re-election provided she is nominated in accordance with the Rules. This Article will not apply to any member of the Board who is appointed as Chairman, Secretary or Treasurer. Any member of the Board who has not therefore retired at the third Annual General Meeting after the Annual General Meeting when her appointment was last approved by members and who no longer acts as Chairman, Secretary or Treasurer will be required to retire from office at the next Annual General Meeting after she ceased to hold the relevant role and shall be eligible for re-election provided she is nominated in accordance with the Rules

10. PROCEEDINGS OF THE BOARD

- 10 1 The Board may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business
- 10 2 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. Unless otherwise determined six eligible directors present in person or by telephone shall be a quorum. If the total number of directors for the time being in office is less than the quorum required, the directors must not take any decision other than a decision

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- (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors
- 10 3 For the purposes of any Board meeting or part of a Board meeting held pursuant to Article 13 2 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s) the quorum for such meeting (or part of such meeting) shall be one eligible director
- 10 4 Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes for and against a proposal, the Chairman shall have a second or casting vote. This provision does not apply if, in accordance with the Articles, the Chairman is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes
- 10 5 Any director may, and on the request of a member of the Board, the Secretary shall, at any time, call a meeting of the Board by giving notice of the meeting to the directors. Notice of any directors' meeting must indicate
 - (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 10 6 Notice of a directors' meeting must be given to each director, but need not be in writing and need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it
- 10 7 The Board shall elect a Chairman at the second meeting of the Board after the Annual General Meeting in the relevant year and from time to time to fill a vacancy. The Chairman shall hold office for a period of three years and shall step down from the position at the second meeting of the board after the Annual General Meeting in her third year of appointment (unless re-appointed). The Board shall also appoint such number of vice chairmen as it deems appropriate at the second meeting of the Board after the Annual General Meeting in the relevant year and from time to time to fill a vacancy. A vice chairman shall hold office for a period of three years and shall step down from the position at the second meeting of the board after the Annual General Meeting in her third year of appointment (unless re-appointed)
- 10 8 The Chairman shall be entitled to preside at all meetings of the Board at which she shall be present, but if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting and willing to preside, a vice-chairman shall preside or if not present or willing to preside,

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the members of the Board shall choose one of their number to be Chairman of the meeting

- 10 9 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being in the Board generally
- 10 10 The Board may delegate any of their powers to committees consisting of such member or members of the Company as they think fit, and any committee so formed shall in exercising the powers delegated to them conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid and all acts and proceedings of such committees shall be reported back fully to the Board as soon as possible
- 10 11 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified will be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board and had been entitled to vote
- 10 12 The Board shall ensure that proper minutes are made of all appointments of directors made by the Board and of the names of the directors present at each Board meeting and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. All minutes shall be kept for at least ten years from the date of the decision recorded. Where a decision of the Board is taken by electronic means, such decision shall be recorded by the Board in permanent form, so that it may be read with the naked eye
- 10 13 A resolution in writing signed (or circulated and approved by e-mail) by all the directors or of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted and may consist of several documents in the like form each signed by or otherwise approved by one or more director. A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such meeting
- 10 14 Subject to the Articles, directors participate in a Board meeting, or part of a Board meeting, when
- (a) the meeting has been called and takes place in accordance with the Articles, and

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- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

- 10 15 In determining whether directors are participating in a Board meeting, it is irrelevant where any director is or how they communicate with each other. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

11. POWERS OF THE BOARD

- 11 1 The management of the business and the control of the Company shall be vested in the Board, who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting. At meetings of the Board, each director shall have one vote only, except that in the case of equality of votes the Chairman shall, in addition have a second or casting vote

- 11 2 Without prejudice to any indemnity to which a relevant officer is otherwise entitled, a relevant officer of the Company or an associated company may be indemnified out of the assets of the Company against all costs, charges, expenses and liabilities incurred by her in the actual or purported exercise and/or discharge of her duties, or in relation to them including, any liability incurred by her in defending any civil or criminal proceedings, in which judgment is given in her favour or in which she is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on her part or in connection with any application in which the court grants her, in her capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's or an associated company's affairs and the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by her in connection with any proceedings or application referred to in this Article and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure. This Article does not authorise any indemnity which would be prohibited by or rendered void by any provision of the 2006 Act or by any other provision of law. In this Article, companies are "associated" if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and a "relevant officer" means any director, former director or other officer of the Company or an associated company (but not its auditor)

- 11 3 The Board shall have power to purchase and maintain insurance at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss. For the purposes of this Article, a "relevant officer" means any director or former director of the Company or an associated company, any other officer or employee or former officer or employee of the Company or an associated company (but not its auditor) and a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company or, any associated company (within the meaning of Article 11 2)

12. TERMINATION OF DIRECTOR'S APPOINTMENT

- 12 1 A member of the Board shall vacate office -

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- (a) if she becomes bankrupt or insolvent or compounds with her creditors,
- (b) if a registered medical practitioner who is treating her gives a written opinion to the Company stating that she has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (c) if by reason of her mental health, a court makes an order which wholly or partly prevents her from personally exercising any powers or rights which she would otherwise have,
- (d) if she is convicted of an offence the commission of which by a member of the Board could bring the Company into disrepute,
- (e) if she is requested in writing by a majority of her fellow members of the Board to resign,
- (f) if she gives to the Board one month's notice in writing to the effect that she resigns her office,
- (g) if she ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law or these Articles or is required to retire at an Annual General Meeting and is not approved for re-appointment by the Board or elected by members in accordance with the Rules (in which event her position as director shall terminate at the close of the relevant Annual General Meeting), and
- (h) if she ceases to be for whatever reason a member of the Company

or may be called upon to resign if she is absent from three consecutive meetings of the Board without giving reasons for such absence satisfactory to the Board

13. CONFLICTS OF INTEREST

13.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the 2006 Act and provided she has declared the nature and extent of her interest in accordance with the requirements of the Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
- (b) shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which she is interested,

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- (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which she is interested,
- (d) may act by herself or her firm in a professional capacity for the Company (otherwise than as auditor) and she or her firm shall be entitled to remuneration for professional services as if she were not a director,
- (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
- (f) shall not, save as she may otherwise agree, be accountable to the Company for any benefit which she (or a person connected with her (as defined in section 252 of the 2006 Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of her duty under section 176 of the 2006 Act

13 2 The directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an "**Interested Director**") breaching her duty under section 175 of the 2006 Act to avoid conflicts of interest ("**Conflict**") Any authorisation under this Article 13 2 will be effective only if

- (a) to the extent permitted by the 2006 Act, the matter in question shall have been proposed by any director for consideration 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,
- (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and
- (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted

13 3 Any authorisation of a Conflict under Article 13 2 may (whether at the time of giving the authorisation or subsequently)

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,

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- (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict,
 - (c) provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict,
 - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit,
 - (e) provide that, where the Interested Director obtains, or has obtained (through her involvement in the Conflict and otherwise than through her position as a director of the Company) information that is confidential to a third party, she will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and
 - (f) permit the Interested Director to absent herself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters
- 13 4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct herself in accordance with any terms and conditions imposed by the directors in relation to the Conflict
- 13 5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation
- 13 6 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 she 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
- 14. SECRETARY**
- 14 1 The Secretary shall be appointed by the Board on such terms as to length of service, remuneration and generally as the Board may think fit and the Board may remove any Secretary—so appointed The Board may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting

15. THE SEAL

- 15 1 Any common seal of the Company may only be used by the authority of the directors. The directors may decide by what means and in what form the common seal shall be used. Unless otherwise decided by the Board, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one director, the Secretary or any person authorised by the Board for the purpose of signing documents to which the common seal is applied.

16. INCOME OF THE COMPANY

- 16 1 The income of the Company shall be applied solely towards the promotion of all or any of the objects of the Company as set forth in the Company's Memorandum of Association as the Board may from time to time think fit with power to the Board to create a reserve fund or reserve funds to be applicable for any such purposes and if the Board shall think fit also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Board either be employed in the business of the Company or be invested from time to time in such investment as the Company may think fit.

17. ACCOUNTS

- 17 1 The Board shall cause proper books of account to be kept
- (a) of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place,
 - (b) of all sales and purchases of property and goods by the Company, and
 - (c) of the assets and liabilities of the Company

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

- 17 2 The books of account shall be kept at the registered office of the Company or subject to the 2006 Act at such other place or places as the Board may determine and shall always be open to the inspection of the Board. The Board may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Company or any of them shall be open to the inspection of the members not being members of the Board and the members shall have only such rights of inspection as are given to them by the 2006 Act or by such resolution as aforesaid.
- 17 3 At the Annual General Meeting in every year the Board shall lay before the Company an income and expenditure account for the period since the preceding account. A balance sheet as at the date to which the income and expenditure account is made up

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shall be made out and laid before the Company at such Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditor's report shall fourteen clear days previously to such meeting, be sent to the Auditor and every member entitled to receive notices of general meeting in the manner in which notices are hereinafter directed to be served.

18. NOTICES

- 18.1 A notice may be served by the Company upon any member either personally or by sending it through the post addressed to such member at her registered address or sent or supplied in any other way in which the 2006 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 18.2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted,
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
 - (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
 - (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day.

In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the 2006 Act.

- 18.3 No member shall be entitled to have a notice served on her at any address not within the United Kingdom, and any member whose registered address is not within the United Kingdom may by notice in writing require the Company to register an address within the United Kingdom which for the purpose of the service of notices, shall be deemed to be her registered address. Any member not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the registered office of the Company and shall remain there for the space of forty eight

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hours, and such notice shall be deemed to have been received by such member at the expiration of twenty four hours from the time when it shall have been so first displayed

- 18 4 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

19. HEADINGS

- 19 1 The headings of these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same