

RSA Advertising (Holdings)

Company Number: 2726835

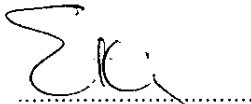
Written Resolution of the Members in accordance with
Section 381A of the Companies Act 1985

Special Resolution

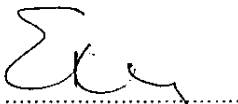
IT WAS RESOLVED THAT the Articles of Association as appended to this resolution be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.

Ordinary Resolution

IT WAS RESOLVED THAT authorisation may be given by the Company's board of directors in accordance with section 175(5)(a) of the Companies Act 2006 and the Company's board of directors may make any such authorisation subject to any limits or conditions as it thinks fit and may withdraw the authorisation, or vary or impose any limits or conditions on such authorisation, at any time.



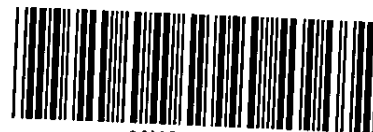
For and on behalf of
Carltonco Nintey-Seven



For and on behalf of
Granada Nominees Limited

16 December 2008

SATURDAY



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20/12/2008

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COMPANIES HOUSE

The Companies Act 1985 and
The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RSA Advertising (Holdings)

(Adopted by Special Resolution passed on 16 December 2008)

Company Number: 2726835

Incorporated on: 29 June 1992

The Companies Act 1985 and
The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

RSA Advertising (Holdings)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 as applicable to a private company limited by shares ("Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, regulations 46, 47, 64 of Table A shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. Any words or expressions defined in the Companies Act 1985 (the "1985 Act"), the Companies Act 1989, in any provisions of the Companies Act 2006 (the "2006 Act") for the time being in force or in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these articles.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. (a) The directors are generally and unconditionally authorised for the purposes of Section 80 of the 1985 Act to allot relevant securities (as defined in Section 80 of the 1985 Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of adoption of these Articles and that this authority shall expire on the fifth anniversary of the date of adoption of these Articles unless varied or revoked or renewed by the Company in general meeting.
- (b) The directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- (c) In accordance with section 91 of the 1985 Act, section 89(1) and section 90(1)-(6) of the 1985 Act shall not apply to any allotment of equity securities (as defined in section 94 of the 1985 Act) by the Company.

TRANSFER OF SHARES

4. The directors may, in their absolute discretion, decline to register any transfer of any share, whether or not it is a fully paid share, and regulation 24 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

5. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been

carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution.

DIRECTORS

6. Unless and until otherwise determined by ordinary resolution the number of directors shall not have any limit but need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and regulation 89 Table A shall be modified accordingly.
7. The directors may exercise all the powers of the Company to borrow money and to mortgage and charge 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.
8. If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a board meeting of the directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director.
9. Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted, and regulation 94 of Table A shall be modified accordingly.

10. The board of directors may decide that if a director obtains or has obtained any information otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to:

- (a) disclose any such information to the board or to any director or other officer or employee of the company; or
- (b) use or apply any such information in performing his duties as a director.

This article is without prejudice to any equitable principle or rule of law which may excuse the director from disclosing information, in circumstances where disclosure would otherwise be required under this article.

11. In regulation 93 of Table A the following words "either signed or approved by letter, or email" shall be substituted for the word "signed" where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.

PROCEEDINGS OF DIRECTORS

12. (a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the Regulations of Table A shall be construed accordingly. In such instance, the word "one" shall be substituted in place of the word "two" in the first sentence of Regulation 89 of Table A.
- (b) In Regulation 64 of Table A for the word "two" there shall be substituted the word "one".
- (c) An appointment or removal of an alternate Director may be effected at any time by notice to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four

hours' notice to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for Regulation 68 of Table A which shall not apply to the Company.

- (d) Any Director or his alternate may validly participate in a meeting of the Directors or a committee of Directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the 1985 Act and the 2006 Act, all business transacted in such manner by the Directors or a committee of the Directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the Directors or of a committee of the Directors notwithstanding that fewer than two Directors or alternate Directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

SINGLE-MEMBER COMPANY

- 13. If, and for so long as, the Company has only one member, the following provisions shall apply:
 - (a) One person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the Company.
 - (b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the

relative general meeting) shall be the chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly.

- (c) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

INDEMNITY

- 14. Subject to the 1985 Act and the 2006 Act, and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office and the Company may purchase and maintain for any Director, Secretary, officer or auditor insurance against any liability which by virtue of any rule of law would otherwise attach to any such person in respect of any negligence, default, breach of duty or breach of trust which he may be guilty in relation to the Company.

OVERRIDING PROVISIONS

- 15. Whenever ITV plc (hereinafter called "the Parent Company"), or any subsidiary undertaking of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-
 - (a) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed, but, if he holds an appointment to an executive office which thereby automatically determines, such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

- (b) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (c) the immediate holding company for the time being of the Company may at any time transfer all or any shares to any person and the provisions of Regulation 24 shall not apply to such transfer;
- (d) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors, or by any one Director and the Company Secretary, or by any one of its Directors and a witness, or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.