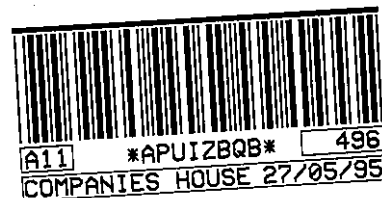


Company Number: 2803478



THE COMPANIES ACTS 1985 to 1989  
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS  
OF  
RADIO VIVA LIMITED

At an Extraordinary General Meeting of the above-named company duly convened and held on *16 February* 1995 the following resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1 THAT the Memorandum of Association of the Company be and is hereby amended in the following manner:

(i) by the deletion of the existing Clauses 3(i) and 3(ii) and by the substitution therefor of a new Clause 3.1

1.1 The Company's objects are:-

1.1.1 to establish, maintain and operate a radio and/or television transmitting and/or receiving station or stations or equipment to transmit by radio, satellite, wire or other conductor or by any combination of these or other related systems for the purpose of transmitting music, information, advertisements, educational matters or for any other purpose whatsoever to be received by the general public or any part thereof or by any other persons specially authorised;

1.1.2 to apply for and obtain such licences, permissions or authorisations which may be necessary to enable the Company to carry any of its objects into effect and do all such things necessary to obtain such licences, permissions and authorisations;

1.1.3 to enter into such contracts as may be necessary for the provision and transmission of the aforesaid programmes

whether by way of purchase, hire, manufacture or by any other method and to originate, produce, sell or let on hire any programme or other matter for the use of others and to act as advertising and publicity agents; and

1.1.4 to establish and maintain all necessary offices, studios, workshops and any other premises required for the purposes of the Company and all necessary masts, aerials, poles, cables, wires, lines and other works and equipment; and

(ii) by re-designating the existing Clauses 3(a) to 3(w) as 3.2 to 3.24.

- 2 THAT the Articles of Association of the Company in the form now produced to the Meeting and initialled by the Chairman for the purpose of identification be and hereby are adopted as the Articles of Association of the Company in substitution for and wholly to the exclusion of the existing Articles of Association of the Company.

.....A.W. Machene.....

CHAIRMAN

THE COMPANIES ACTS 1985 to 1989

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

**Radio Viva Limited**

*(adopted by Special Resolution dated 16th February 1995)*

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PRELIMINARY

- 1      1.1    The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No.805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

- 1.2    In these Articles the following words bear the following meanings:

"Act"	the Companies Act 1985
"Advertising Agency"	shall have the meaning given to it in Part I of Schedule 2 of the Broadcasting Act;
"Associate"	shall have the meaning given to it in Part I of Schedule 2 of the Broadcasting Act;
"body"	a body of persons (whether incorporated or not), including a partnership;

"the Broadcasting Act"	the Broadcasting Act 1990;
"control"	shall have the meaning given to it in Part I of Schedule 2 of the Broadcasting Act and "controlled" shall be construed accordingly;
"EEC"	the European Economic Community;
"Interest"	in relation to the Company, either:- <ul style="list-style-type: none"> <li>(i) a holding of or beneficial entitlement to any shares in the Company; or</li> <li>(ii) possession of voting power in the Company;</li> </ul>
"a 5 per cent interest"	in relation to the Company, either:- <ul style="list-style-type: none"> <li>(i) a holding of or beneficial entitlement to more than 5 per cent of the shares in the Company; or</li> <li>(ii) possession of more than 5 per cent of the voting power in the Company;</li> </ul>
"a 20 per cent Interest"	in relation to the Company, either:- <ul style="list-style-type: none"> <li>(i) a holding of or beneficial entitlement to more than 20 per cent of the shares in the Company; or</li> <li>(ii) possession of more than 20 per cent of the voting power in the Company;</li> </ul>
"a 30 per cent Interest"	in relation to the Company, either:- <ul style="list-style-type: none"> <li>(i) (i) a holding of or beneficial entitlement to more than 30 per cent of the shares in the Company; or</li> <li>(ii) possession of more than 30 per cent of the voting power in the Company;</li> </ul>

"a 50 per cent  
Interest"

in relation to the Company,  
either:-

- (i) a holding of or beneficial entitlement to more than 50 per cent of the shares in the Company; or
- (ii) possession of more than 50 per cent of the voting power in the Company;

"the Licence"

any agreement (including any supplemental agreement) or permission made between the Authority and the Company or any subsidiary undertaking of the Company or granted by the Authority under which the Company or its subsidiary undertaking (as appropriate) has the right and/or duty to provide radio programmes or parts of programmes to be broadcast and/or to provide any additional services (as that term is defined in Section 114 of the Broadcasting Act) (and in these Articles the term "the Licence" shall apply to all or any of such agreements or permissions whether entered into by or granted to the Company or any of its subsidiary undertakings);

"local authority"

shall have the meaning given to it in Part I of Schedule 2 of the Broadcasting Act;

"Partially Restricted  
Investor"

a person falling within paragraphs (xxiii), (xxiv), (xxv), (xxviii) or (xxix) of the definition of Restricted Investor below;

"person"

includes an individual, a body corporate, an unincorporated association or a partnership;

"Public Funds"

shall have the meaning attributed to it in paragraph 3(2) of Part II of Schedule 2 of the Broadcasting Act;

"the Regulations"

all and any regulations issued by the Authority and in force from time to time in relation to the ownership or accumulation of interests in radio or sound

- broadcasting services and/or licences therefor including (without limitation) the Broadcasting (Restrictions on Holdings) Order (SI 1991 No 1176);
- "Relevant Shares" issued shares of the Company comprised in the Interest of a Restricted Investor, Partially Restricted Investor, Specially Restricted Investor, Totally Restricted Investor or other person (as appropriate);
- "Restricted Investor"
- (i) an individual who is neither:-
    - (a) a national of an EEC member state who is ordinarily resident within the EEC; nor
    - (b) ordinarily resident in the United Kingdom, the Isle of Man or the Channel Islands; or
  - (ii) a body corporate which is neither:-
    - (a) a body formed under the law of an EEC member state which has its registered or head office or principal place of business within the EEC; nor
    - (b) a body incorporated under the law of the Isle of Man or the Channel Islands; or
  - (iii) a local authority; or
  - (iv) a body whose objects are wholly or mainly of a political nature; or
  - (v) a body affiliated to a body falling within paragraph (iv); or
  - (vi) an individual who is an officer of a body falling within paragraphs (iv) or

(v); or

- (vii) a body corporate which is an Associate of a body corporate falling within paragraphs (iv) or (v); or
- (viii) a body corporate which is controlled by a person falling within any of paragraphs (iii), (iv), (v) or (vii) or by two or more such persons taken together; or
- (ix) a body whose objects are wholly or mainly of a religious nature; or
- (x) a body which is controlled by a body falling within paragraph (ix) or by two or more such bodies taken together; or
- (xi) a body which controls a body falling within paragraph (ix); or
- (xii) a body corporate which is an Associate of a body corporate falling within paragraph (ix); (x) or (xi); or
- (xiii) an individual who is an officer of a body falling within paragraph (ix);
- (xiv) a body which is controlled by an individual falling within paragraph (xiii) or by two or more such individuals taken together; or
- (xv) a body (other than a local authority) which has, in its last financial year, received more than half its income from Public Funds; or
- (xvi) a body which is controlled by a body falling within paragraph (xv) or by two

- or more such bodies taken together; or
- (xvii) the British Broadcasting Corporation; or
  - (xviii) the Welsh Authority (which shall have the meaning given to it by Section 202 of the Broadcasting Act); or
  - (xix) a body corporate which is controlled by either the British Broadcasting Corporation or the Welsh Authority; or
  - (xx) an Advertising Agency; or
  - (xxi) an Associate of an Advertising Agency; or
  - (xxii) any body which is controlled by a person falling within paragraph (xx) or (xxi) or by two or more such persons taken together; or
  - (xxiii) a person who is a proprietor of a local newspaper serving an area which is to a significant extent the same as that served by any local radio service provided by the Company, provided that in the event of any dispute the determination of the Directors (following consultation with the Authority) as to whether the said areas served are to a significant extent the same shall be final and conclusive; or
  - (xxiv) a person who is the holder of a licence to provide a local delivery service (within the meaning given to it at Section 72 of the Broadcasting Act) or a regional channel 3 service (within the meaning given



to it by Section 14 of the Broadcasting Act) serving (in either case) an area which is to a significant extent the same as that served by the local radio service provided by the Company, provided that in the event of any dispute the determination of the Directors (following consultation with the Authority) as to whether the said areas served are to a significant extent the same shall be final and conclusive; or

(xxv) a person who is a programme contractor (as referred to in the transitional provisions contained in Schedule 11 of the Broadcasting Act) whose programme contract relates to an area which is to a significant extent the same as that served by the local radio service provided by the Company, provided that in the event of any dispute the determination of the Directors (following consultation with the Authority) as to whether the said areas served are to a significant extent the same shall be final and conclusive; or

(xxvi) a person whose interests in other licences to provide services falling within any of the categories listed in paragraph 2(1) of Part III of Schedule 2 of the Broadcasting Act are such that his holding of an interest in the Company would or might (when aggregated with his interests in such other licences) be in breach of the Broadcasting Act or of

the Regulations; or

- (xxvii) a person or body corporate whose Interest in the Company would or might cause a breach of any order, regulations or restrictions prescribed from time to time by the Secretary of State pursuant to any provision of the Broadcasting Act, including without limitation paragraphs 2(2), 2(3), 2(4), 4, 6(8), 6(10), 9 or 10 of Part III of Schedule 2, paragraphs 2(5) or 5 of Part IV of Schedule 2 or Part V of Schedule 2 of the Broadcasting Act;
- (xxviii) a person who is a proprietor of a local newspaper at any time when the Company holds a national radio licence; or
- (xxix) a national newspaper proprietor; or
- (xxx) a national newspaper proprietor holding more than a 5 per cent interest in a body corporate providing a service defined in paragraph 1(2) of Part IV of Schedule 2 of the Broadcasting Act;

"Specially Restricted Investor"

a person falling within paragraphs (iii), (iv), (v), (vii), (viii), (ix), (x), (xi), (xii), (xv), (xvi), (xx), (xxi), (xxii) or (xxx) of the definition of Restricted Investor above;

"Totally Restricted Investor"

a person falling within paragraphs (xvii), (xviii) or (xix) of the definition of Restricted Investor above;

- (2) A reference to any statute or provision of a statute includes a reference to any statutory modification or re-enactment of it for the time being in force.

## ALLOTMENT OF SHARES

- 2 2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph 2.3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 2.2 In accordance with Section 91(1) of the Act Sections 89(1) and 9(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.3 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

## SHARES

- 3 The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
- 4 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## GENERAL MEETINGS AND RESOLUTIONS

- 5 5.1 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 5.2 No business shall be transacted at any General Meeting unless a quorum is present. Subject to Article 5.3 below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 5.3 If and for so long as the Company has only one Member, that Member

present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.

- 5.4 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- 5.5 Clauses 40 and 41 in Table A shall not apply to the Company.
- 6 6.1 If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act.
- 6.2 Any decision taken by a sole Member pursuant to paragraph 6.1 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

#### APPOINTMENT OF DIRECTORS

- 7 7.1 Clause 64 in Table A shall not apply to the Company.
- 7.2 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- 7.3 The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 7.4 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph 7.2 above as the maximum number of Directors and for the time being in force
- 7.5 The Company may at any time and from time to time by written notice addressed to the registered office of the Company signed by the holders of not less than three quarters of the issued share capital of the Company appoint any person or persons willing so to act to be a director or Directors of the Company and may by like notice remove from office any person from time to time holding the office of director (whether or not so appointed). Any appointment or removal

of a Directors made pursuant to this Article shall take effect on the date of the notice or such later date as may be specified therein.

#### **BORROWING POWERS**

- 8 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 standard 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**

- 9 9.1 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 appointor as such appointor 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.
- 9.2 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.

#### **GRATUITIES AND PENSIONS**

- 10 10.1 The Directors may exercise the powers of the Company conferred by Clause 3.17 of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- 10.2 Clause 87 in Table A shall not apply to the Company.

#### **PROCEEDINGS OF DIRECTORS**

- 11 11.1 A Director may Vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his Vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 11.2 Any Director may participate in a meeting of the Directors by conference telephone, videolink or similar communication equipment whereby each Director may hear each other Director at the same time and any Director so participating shall be counted in the quorum as

if he were actually present at the meeting.

11.3 Clauses 94 to 97 (inclusive) shall not apply to the Company.

#### **SPECIAL PROVISIONS FOR COMPLIANCE WITH THE BROADCASTING ACT**

##### **12 Notices requiring members to furnish information**

12.1 The Directors may from time to time and at any time serve a notice upon any member of the Company requiring him to furnish the Directors with such information (in the case of paragraphs 12.1.3, 12.1.4 and 12.1.5 below, to the extent that such paragraphs apply to any such person other than a member, so far as such information lies within the knowledge of such member) and evidence supported (if the Directors require) by a statutory declaration as the Directors may consider necessary for the purposes of determining:-

12.1.1 whether or not such member is or is likely to be party to an agreement or an arrangement (whether legally enforceable or not) whereby any of the shares held by him are to be voted in accordance with some other person's instructions (whether given by that other person directly or through any other person); or

12.1.2 whether or not such member is or is likely to be subject to the control of some other person;

12.1.3 whether or not such member is an Associate of any other member or person for the purposes of these Articles; or

12.1.4 whether or not such member and/or any other person who has an interest in shares held by such member is a Restricted Investor and/or a Partially Restricted Investor, a Specially Restricted Investor or a Totally Restricted Investor;

12.1.5 whether or not such member and/or any other person who has any interest in any shares held by such member has an interest in any shares in the Company which might cause the Authority to determine the Licence, materially modify the Licence or decline to renew or extend the Licence.

If such information and evidence is not furnished within a reasonable period (not being less than 14 days from the date of service of such notice) or the information and evidence provided is, in the opinion of the Directors, insufficient or unsatisfactory for the purposes of so determining, the Directors may serve upon such member a further notice calling upon him, within 14 days after service of such further notice, to furnish the Directors with such information and evidence or further information or evidence as shall (in their opinion) enable the Directors to so determine.

- 12.2 In the event that the information or evidence provided by a member pursuant to this Article 12 indicates that such member is or is likely to be subject to the control of some other person or is an Associate of some other person, or that shares held by such member are subject to any arrangement whereby those shares are to be voted in accordance with the instructions of some other person, then the Directors may serve a notice on such other person requiring him to furnish such information and evidence as the Directors consider necessary for determining any of the matters described in Article 12.1. The provisions of Article 12.1 shall apply mutatis mutandis to any such notice, provided that reference to a member shall be read as references to such other person.

13

**Determination of status of members**

- 13.1 The Directors may assume without enquiry that a person is not a Restricted Investor, a Partially Restricted Investor, a Specially Restricted Investor or a Totally Restricted Investor; but if the information contained in the Register or the register of interests maintained pursuant to the Act, or the information obtained by them under Article 12 indicates to the contrary or the Directors have reason to believe otherwise, then the Directors shall use all reasonable endeavours to discover whether or not the person concerned is a Restricted Investor and/or a Partially Restricted Investor, a Specially Restricted Investor or a Totally Restricted Investor (as appropriate). If any director has reason to believe that a person is a Restricted Investor, a Partially Restricted Investor, a Specially Restricted Investor or a Totally Restricted Investor, then he shall as soon as practicable give notice to the other Directors of that fact.
- 13.2 The Directors may, on reasonable grounds, determine any person to be a Restricted Investor and/or a Partially Restricted Investor, a Specially Restricted Investor or a Totally Restricted Investor, notwithstanding that the Company has not been notified of any facts indicating that such person has such status, until such time as the Directors are satisfied that such is not the case.
- 13.3 If in accordance with Article 13.1 the Directors shall have assumed that any person is not a Restricted Investor, a Partially Restricted Investor, a Specially Restricted Investor or a Totally Restricted Investor, the exercise by that person and/or, if shares owned or controlled by such person are held by another person or by other persons, by such other person or persons, of any right attaching to any share registered in his name and/or the name or names of such other person or persons shall not be challenged or invalidated by any subsequent determination by the Directors that such person has such a status.

14 Determination final regarding status of members

Any determination of the Directors under the provisions of Articles 12 and 13 shall be final and conclusive, but without prejudice to the power of the Directors subsequently to vary or revoke such determination.

15 Disposal Notices in respect of Restricted Investors and Others

- 15.1 If any person (to the knowledge of the Directors) who is, or is determined by the Directors to be, a Totally Restricted Investor acquires or has any Interest in the Company, the Directors shall serve a written notice on that person and, if different, on the holder or holders of the Relevant Shares, requiring a disposal of the whole of that Interest.
- 15.2 If any person (to the knowledge of the Directors) who is, or is determined by the Directors to be, a Specially Restricted Investor acquires or has more than a 5 per cent Interest in the Company, the Directors shall serve a written notice on that person and, if different, on the holder or holders of the Relevant Shares, requiring a disposal of such proportion of that Interest as to ensure that the Interest of that Specially Restricted Investor in the Company does not exceed a 5 per cent Interest.
- 15.3 If any person (to the knowledge of the Directors) who is, or is determined by the Directors to be, a Partially Restricted Investor acquires or has more than a 20 per cent Interest in the Company, the Directors shall serve a written notice on that person and, if different, on the holder or holders of the Relevant Shares, requiring a disposal of such proportion of that Interest as to ensure that the Interest of that Partially Restricted Investor in the Company does not exceed a 20 per cent Interest.
- 15.4 If any person (to the knowledge of the Directors) who is or is determined by the Directors to be a Restricted Investor (whether or not that person is also a Totally Restricted Investor, a Specially Restricted Investor or a Partially Restricted Investor:-
- 15.4.1 acquires or has a 30 per cent Interest in the Company; or
- 15.4.2 acquires or has an Interest in the Company which in the reasonable determination of the Directors otherwise enables that Restricted Investor to exercise control over the Company; or
- 15.4.3 in the case of a Restricted Investor falling within paragraph (xxvi) of the definition of Restricted Investor in Article 1, acquires or has a 20 per cent Interest in the Company; or
- 15.4.4 in the case of a Restricted Investor falling within



paragraphs (i) to (vii) (inclusive) of the definition of Restricted Investor in Article 1, acquires or has, taken together with any other Restricted Investors falling within those paragraphs, a 50 per cent Interest in the Company or, taken together with such persons, is, in the reasonable determination of the Directors, otherwise able to exercise control over the Company; or

- 15.4.5 in the case of a Restricted Investor falling within paragraph (xiii) or (xiv) of the definition of Restricted Investor in Article 1, acquires or has, taken together with any other Restricted Investors within that paragraph, a 50 per cent Interest in the Company, or, taken together with such persons, is, in the reasonable determination of the Directors, otherwise able to exercise control over the Company;

then the Directors may in their discretion serve a written notice on that person and, if different, on the holder or holders of the Relevant Shares, requiring a disposal of all or such proportion of that Interest as the Directors may in their discretion determine shall or may be necessary in order to avoid or minimise any prospect that the existence of that Interest might cause the Authority to determine the Licence, materially to modify the Licence, or to decline to renew or extend the Licence.

- 15.5 If the Directors, following consultation with the Authority, determine that there are, in circumstances other than those described in the foregoing provisions of this Article 15, reasonable grounds for apprehending that the Authority may determine the Licence or materially modify the Licence or decline to extend or renew the Licence by reason of a person's or persons' Interest in the Company, the Directors may, in their discretion, serve a written notice on that person or persons and if different, on the holder or holders of the Relevant Shares, requiring a disposal of all or such proportion of that Interest as the Directors may in their discretion determine shall or may be necessary in order to avoid or minimise any prospect that the existence of that Interest might cause the Authority to determine the Licence, materially to modify the Licence, or to decline to renew or extend the Licence.
- 15.6 Any notice served by the Directors pursuant to the foregoing provisions of this Article 15 shall in the remainder of these Articles be called a "Disposal Notice" and any disposal made pursuant to the said foregoing provisions shall in the remainder of these Articles be called a "Required Disposal".
- 15.7 A Required Disposal of an Interest or part of an Interest shall not be made to any person who as a result of such disposal would have an Interest which would pursuant to the foregoing provisions of this Article 15 compel or enable the Directors to serve a Disposal Notice on him.

- 15.8 A Disposal Notice shall specify in general terms the grounds for its service by the Directors, shall refer to the cessation of voting rights set out in Article 19 and shall call for a disposal to be made of all or such proportion of the Interest of the person or persons served as shall be specified therein and for evidence that such disposal shall have been effected to be supplied to the Directors within 21 days from the date of such notice or within such other period as the Directors consider reasonable and which they may extend.
- 15.9 Where more than one holder (treating joint holders as a single holder) is required to dispose of an Interest pursuant to a Disposal Notice, the notice shall specify the amount of the Interest to be disposed of by each such holder (which shall be in the discretion of the Directors and need not be pro rata amongst the holders being called upon to dispose of an Interest).
- 15.10 The Directors may withdraw a Disposal Notice whether before or after the expiration of the period referred to therein if it appears to the Directors that the ground or purported grounds for its service do not exist or no longer exist.

16 **Service of Disposal Notice**

- 16.1 The Directors shall not be obliged to serve any Disposal Notice upon any person if the Directors do not know his identity or his address. The absence of service of such a notice in such circumstances and any accidental error in, or failure to give, any notice to any person upon whom notice is required to be served under Article 15 shall not prevent the implementation of or invalidate any procedure thereunder.
- 16.2 Any notice to be served under Article 15 upon a person who is not a member of the Company shall be deemed validly served if sent through the post to that person at the address, if any, at which the Directors believe him to be resident or carrying on business. Any such notice shall be deemed served on the day following the day on which it was posted and, in proving such service, it shall be sufficient to prove that the notice was properly addressed, stamped and posted.

17 **Directors making Required Disposals**

- 17.1 If a Disposal Notice is not complied with or not complied with to the satisfaction of the Directors, and has not been withdrawn, the Directors shall be entitled, so far as they are able, to make a Required Disposal at the best price reasonably obtainable in all the circumstances and shall give written notice of any such disposal to those persons on whom the Disposal Notice was served.
- 17.2 Any Required Disposal shall be completed as soon after the expiry of the Disposal Notice as may in the opinion of the Directors be practicable and consistent with obtaining the

best price reasonably obtainable and in any event within 30 days of expiry of the Disposal Notice, provided that neither the Company nor the Directors shall be liable to any holder or any person having any interest in the Company or to any other person for failing to obtain the best price reasonably obtainable so long as the Directors act in good faith within the period specified as aforesaid.

- 17.3 For the purpose of effecting any Required Disposal the Directors may authorise in writing any officer or employee of the Company to execute any necessary transfer on behalf of any holder and may issue a new share certificate or other document of title to the purchaser. The net proceeds of such disposal shall be received by the Company whose receipt shall be a good discharge for the purchase money and shall be paid (without any interest being payable thereon) to the former holder upon surrender by him of the share certificate or other document of title in respect of the Interest sold and formerly held by him."

18 **Consequence of failure to provide information**

Any member who has pursuant to Article 12 been served with a further notice by the Directors requiring him to furnish the Directors with information and evidence or further information and further evidence and who does not furnish such information or evidence within 14 days after the service of such further notice shall not, with effect from the expiration of such period and until information or evidence is furnished to the satisfaction to the Directors, be entitled to receive notice of, or to attend or vote at any general meeting of the Company or any separate general meeting of the holders of any class of shares in the Company other than in respect of such proportion of his Interest in the Company as it shall have been established to the satisfaction of the Directors is not an interest in respect of which the Directors may be compelled or wish to serve a Disposal Notice.

19 **Members served with Disposal Notices**

Any member of the Company who has been served with a Disposal Notice shall not, with effect from the service of such notice, be entitled to receive notice of, or to attend or vote at, any general meeting of the Company or any separate general meeting of any class of shares in the Company save in respect of such proportion (if any) of his Interest in the Company as shall not have been the subject of the Disposal Notice.

**THE SEAL**

- 20 20.1 If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall

not apply to the Company.

- 20.2 The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

#### INDEMNITY

- 21 21.1 Every Director or other officer or Auditor 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, or in connection with any application under Section 144 or 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.
- 21.2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- 21.3 Clause 118 in Table A shall not apply to the Company.

#### TRANSFER OF SHARES

- 22 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

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**Names and addresses  
of Subscribers**

**Number of shares taken  
by each Subscriber**

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1      Instant Companies Limited  
         2 Baches Street  
         London N1 6UB

One

2      Swift Incorporations Limited  
         2 Baches Street  
         London N1 6UB

One

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**Total shares taken**

**Two**

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**Dated this 1st day of February 1993.**

**Witness to the above Signatures:**

**Mark Anderson  
2 Baches Street  
London N1 6UB**

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

**Radio Viva Limited**

(Incorporated the 25th day of March 1993)  
Company Number: 2803478

**MEMORANDUM OF ASSOCIATION**

(as amended by Special Resolution  
dated 16th February 1995)

and

**ARTICLES OF ASSOCIATION**

(as adopted by Special Resolution  
dated 16th February 1995)

**ALSOP WILKINSON**

**6 Dowgate Hill  
London EC4R 2SS**

Ref: MM-8481.723/WPD/16.02.95

## **The Companies Acts 1985 to 1989**

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### **Private Company Limited by Shares**

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### **Memorandum of Association**

of

### **Radio Viva Limited**

*(Amended by Special Resolution dated 16th February 1995)*

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- 1 The Company's name is **Radio Viva Limited**.<sup>1</sup>
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:-
  - 3.1 3.1.1 to establish, maintain and operate a radio and/or television transmitting and/or receiving station or stations or equipment to transmit by radio, satellite, wire or other conductor or by any combination of these or other related systems for the purpose of transmitting music, information, advertisements, educational matters or for any other purpose whatsoever to be received by the general public or any part thereof or by any other persons specially authorised;
  - 3.1.2 to apply for and obtain such licences, permissions or authorisations which may be necessary to enable the Company to carry any of its objects into effect and do all such things necessary to obtain such licences, permissions and authorisations;
  - 3.1.3 to enter into such contracts as may be necessary for the provision and transmission of the aforesaid programmes whether by way of purchase, hire, manufacture or by any

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<sup>1</sup> Name changed from Wiseunique Enterprises Limited to Radio Viva Limited on 25th June 1993.

other method and to originate, produce, sell or let on hire any programme or other matter for the use of others and to act as advertising and publicity agents; and

- 3.1.4 to establish and maintain all necessary offices, studios, workshops and any other premises required for the purposes of the Company and all necessary masts, aerials, poles, cables, wires, lines and other works and equipment.
- 3.2 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- 3.3 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.4 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 3.5 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.6 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.7 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person,



firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- 3.8 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.9 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.10 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.11 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- 3.12 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- 3.13 To control, manage, finance, subsidise, coordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or general with respect to any such company or companies.
- 3.14 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or

any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- 3.15 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 3.16 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.17 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.18 To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- 3.19 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- 3.20 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to their wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any

of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- 3.21 Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (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 the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- 3.22 To procure the Company to be registered or recognised in any part of the world.
- 3.23 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.
- 3.24 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

**AND so that:**

- (1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such subclause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
  - (2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
  - (3) In this Clause the expression the Act means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 4 The liability of the Members is limited.
- 5 The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

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**Names and addresses  
of Subscribers**

**Number of shares taken  
by each Subscriber**

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1     Instant Companies Limited  
      2 Baches Street  
      London N1 6UB

One

2     Swift Incorporations Limited  
      2 Baches Street  
      London N1 6UB

One

**Total shares taken**

---

**Two**

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**Dated this 1st day of February 1993.**

**Witness to the above Signatures:**

**Mark Anderson  
2 Baches Street  
London N1 6UB**