

828239

THE COMPANIES ACT 1985 (the Act)

GLOBAL RADIO MIDLANDS LIMITED (the Company)

WRITTEN RESOLUTIONS

We, the undersigned, being the holder of the whole of the issued share in the capital of the Company, **HEREBY RESOLVE** that the following resolution be passed as a written resolution of the Company, pursuant to Section 381A of the Act

SPECIAL RESOLUTION

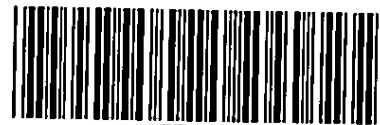
- 1 **THAT**, the Company adopt new Articles of Association in the form of the draft attached and signed for the purposes of identification, in substitution for and to the exclusion of the existing Articles of Association of the Company

Dated 27th September 2007



GLOBAL RADIO HOLDINGS LIMITED.

THURSDAY



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COMPANIES HOUSE



DATED 27th September 2007

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
GLOBAL RADIO MIDLANDS LIMITED
(Company Number 2828239)

Adopted by written resolution

passed on 27th September 2007

HOWARD KENNEDY

19 Cavendish Square
London W1A 2AW

DX 42748 Oxford Circus North

telephone +44(0)20 7636 1616

fax +44 (0)20 7491 2899

Ref 028476/00003/H3181884 1

PRELIMINARY

- 1 The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) ("Table A") apply to the Company except to the extent that they are excluded or modified by these articles
- 2 The regulations of Table A numbered 8,9,10,12,24, 38, 60, 61, 64, 73, 74, 75, 76, 77, 78, 80, 81, 90, 94, 95, 96, 97, 98, 115 and 118 do not apply The regulations of Table A numbered 37, 46, 53, 57, 59, 62, 65, 66, 67, 68, 72, 79, 84, 88, 110, 112 and 116 are modified The regulations of Table A number 88, 89, 91 and 93 are excluded if and for so long as there is a sole director of the Company The regulations of Table A numbered 40 and 54 are modified if and for so long as the Company has only one member Subject to these exclusions and modifications, and in addition to the remaining regulations of Table A, the following are the articles of association of the Company
- 3 Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose

PRIVATE COMPANY

- 4 The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited

SHARE CAPITAL

- 5 The authorised share capital of the Company at the date of adoption of these articles is £502,564 divided into 100,000 ordinary non-voting shares of £1 each and 402,564 ordinary shares of £1 each

ISSUE OF SHARES

- 6 Subject to the provisions of the Act, the directors have general and unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased share capital) to such persons, at such times and on such terms and conditions as the directors may decided but no share may be issued at a discount
- 7 The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period

expiring on the fifty anniversary of the date of incorporation of the Company unless previously renewed, varied or revoked by the Company in general meeting

- 8 The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by article 6 is the amount of the authorised but unissued share capital of the Company at the date of incorporation of the Company
- 9 By the authority conferred by article 6, the directors may before the authority expires make an offer or agreement which would or might require relevant securities of the Company to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement
- 10 The pre-emption provisions of section 89(1) of the Act and the provisions of sections 90 (1) to (6) inclusive of the Act do not apply to any allotment of the Company's equity securities

TRANSFER

- 11 The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien
- 12 Notwithstanding article 11, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
 - (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"), or
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
 - (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of

any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

GENERAL MEETINGS

- 13 Regulation 37 of Table A is modified by deleting "eight weeks" and substituting "28 days"

NOTICE OF GENERAL MEETINGS

- 14 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution must be called by at least 21 clear days' notice
- 15 All other extraordinary general meetings must be called by at least 14 days' notice but a general meeting may be called by shorter notice if it is so agreed
- (a) in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote at that meeting, and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being (i) a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or (ii) if no such elective resolution is in force, a majority together holding not less than 95 per cent in nominal value of the shares giving that right
- 16 The notice must specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, must specify that the meeting is an annual general meeting
- 17 Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice must be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors

PROCEEDINGS AT GENERAL MEETINGS

- 18 A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and Regulation 46 of Table A is modified accordingly

- 19 Regulation 53 of Table A is modified by the addition at the end of the following sentence

"If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly"

VOTES OF MEMBERS

- 20 Regulation 57 of Table A is modified by the inclusion after the word "shall" of the words "unless the directors otherwise determine"

- 21 Regulation 59 of Table A is modified by the addition at the end of the following sentence

"Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it"

- 22 An instrument appointing a proxy must be in writing in any usual form or in any other form which the directors may approve and must be executed by or on behalf of the appointor

- 23 Regulation 62 of Table A is modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words "at any time" in place of "not less than 48 hours" and by the substitution in paragraph (b) of the words "at any time" in place of "not less than 24 hours"

- 24 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is one

ALTERNATE DIRECTORS

- 25 A director may appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director That person need not be approved by resolution of the directors, and Regulation 65 is modified accordingly

- 26 An alternate director who is absent from the United Kingdom is entitled to receive notice of all meetings of directors and meetings of committees of directors and Regulation 66 of Table A is modified accordingly

- 27 Regulation 68 of Table A is modified by the addition at the end of the following sentence

"Any such notice may be left at or sent by post or facsimile transmission to the office or another place designated for the purpose by the directors"

DELEGATION OF DIRECTORS' POWERS

- 28 Regulation 72 is modified by the addition at the end of the Regulation of the following Sentence

"Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision must be construed as permitting the exercise of the power, authority or discretion by the committee"

APPOINTMENT AND REMOVAL OF DIRECTORS

- 29 The directors are not subject to retirement by rotation Regulations 73, 74 and 75 of Table A do not apply, and reference in Regulations 67 and 84 to retirement by rotation shall be disregarded
- 30 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director
- 31 A person appointed by the directors to fill a vacancy or as an additional director is not required to retire from office at the annual general meeting next following his appointment and the last two sentences of Regulation 79 of Table A are deleted
- 32 No person is incapable of being appointed a director by reason of his having reached the age of 70 or another age No special notice is required in connection with the appointment or the approval of the appointment of such person No director is required to vacate his office at any time because he has reached the age of 70 or another age and section 293 of the Act does not apply to the Company
- 33 The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may remove a director from office and appoint a person to be a director, but only if the appointment does not cause the number of directors to exceed a number fixed by or in accordance with the articles as the maximum number of directors The removal or appointment is effected by notice to the Company signed by or on behalf of the holder or holders The notice may consist of several documents in similar form each signed by or on behalf of one or more holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the directors for the purpose The removal or

appointment takes effect immediately on deposit of the notice in accordance with the articles or on such later date (if any) specified in the notice

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 34 The office of a director is vacated if
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as director, or
 - (d) he resigns his office by notice to the Company, or
 - (e) he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated, or
 - (f) he is removed from office by notice addressed to him at his last-known address and signed by all his co-directors, or
 - (g) he is removed from office by notice given by a member or members under article 33

REMUNERATION OF DIRECTORS

- 35 A director who, at the request of the directors, goes or resides abroad, makes a special journey or performs a special service on behalf of the Company may be paid such reasonable additional remuneration (whether by way of salary, percentage of profits or otherwise) and expenses as the directors may decide

PROCEEDINGS OF DIRECTORS

- 36 Regulation 88 of Table A is modified by the exclusion of the third sentence and the substitution for it of the following sentences

“Every director must receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively”

- 37 A 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 if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors of a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is 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.
- 38 If and for so long as there is a sole director of the Company
- (a) he may exercise all the powers conferred on the directors by the articles by any means permitted by the articles or the Act,
 - (b) for the purpose of Regulation 89 of Table A the quorum for the transaction of business is one, and
 - (c) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise)
- 39 Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act, a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. The director must be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote must be counted.

DIVIDENDS

- 40 The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.

CAPITALISATION OF PROFITS

- 41 The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under Regulation 110 of Table A to any member in respect of a holding by him of any partly-paid shares rank for dividend, so long as

those shares remain partly paid, only to the extent that those partly-paid shares rank for dividend and Regulation 110 of Table A is modified accordingly

NOTICES

- 42 Regulation 112 of Table A is modified by the deletion of the last sentence and the substitution for it of the following

“A member whose registered address is not within the United Kingdom is entitled to have notices given to him at that address”

- 43 A notice sent to a member (or another person entitled to receive notices under the articles) by post to an address within the United Kingdom is deemed to be given

(a) 24 hours after posting, if pre-paid as first class, or

(b) 48 hours after posting, if pre-paid as second class

- 44 A notice sent to a member (or other person entitled to receive notices under the articles) by post to an address outside the United Kingdom is deemed to be given 72 hours after posting, if pre-paid as airmail. Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given. A notice not sent by post but left at a member's registered address is deemed to have been given on the day it was left

- 45 Regulation 116 of Table A is modified by the deletion of the words “within the United Kingdom”

SOLE MEMBER

- 46 If and for so long as the Company has only one member

(a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and Regulation 40 of Table A is modified accordingly,

(b) a proxy for the sole member may vote on a show of hands and Regulation 54 of Table A is modified accordingly,

(c) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles, and

(d) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise)

INDEMNITY

- 47 Insofar as permitted under the Act and subject to the provisions of this Article, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of his duties of his office or otherwise in relation thereto, in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company save that a Director of the Company shall not be entitled to be indemnified against any costs, charges, losses expenses or liabilities incurred
- (a) to the Company or an associated company,
 - (b) to pay a fine imposed in criminal proceedings,
 - (c) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature, however arising,
 - (d) in defending any criminal proceedings in which he is convicted,
 - (e) in defending any civil proceedings brought by the Company or an associated company in which judgment is given against him,
 - (f) in connection with an application under section 144(3) or (4) of the Act in which the court refuses to grant him relief, or
 - (g) in connection with an application under section 727 of the Act in which the court refuses to grant him relief
- 48 In accordance with section 310 of the Act every person employed as an auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred in defending proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted, or in connection with any application under section 727 of the Act in accordance with section 310 of the Act
- 49 No Officer of the Company other than a Director 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

- 50 The Company shall have power to purchase and maintain for any director or officer of the Company or any associated company (as defined in section 309A(6) of the Act) insurance against any liability referred to in section 309A(1) of the Act
- 51 The Company shall have power to purchase and maintain for an auditor of the Company or any associated company (as defined in section 309A(6) of the Act) insurance against any liability referred to in section 310(1) of the Act