

**G**

COMPANIES FORM No. 128(1)

**Statement of rights attached  
to allotted shares****128(1)**

CHFP025

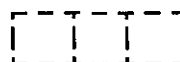
Please do not  
write in this  
margin

Pursuant to section 128(1) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

For official use

Company number



2886697

Name of Company

\* MEDIAVEST (MANCHESTER) LIMITED

\* insert full name  
of company


has allotted shares with rights which:

i. are not stated in the company's memorandum or articles or in any resolution or agreement to  
which section 380 of the above Act applies, and

ii. are not in all respects uniform with those attached to shares previously allotted.

† delete as  
appropriateThe class ~~XX~~† of such shares and the date of the first allotment of shares in each class and the rights  
attached to each class are:

Class of Shares D ordinary shares	Date of first allotment 10 October 2006
Description of Rights No dividend shall be payable in respect of any D ordinary shares ("Shares") issued in the capital of the Company except on the earlier of:  1. the occurrence of an event resulting in a person acquiring control of the Company ("Change of Control"), either by virtue of holding shares in the Company or voting rights, or the grant of such control by the Company's articles of association or any other document regulating the Company, in circumstances other than where the majority of persons comprising the board of directors of the acquiring company following the Change of Control are members of the board of directors of the Company; or  (please see the attached continuation sheet)	

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriateSigned  Designation ‡ Director Date 23/12/ 2006Presentor's name address and  
reference (if any):Beachcroft LLP  
St Ann's House  
St Ann Street  
Manchester  
M2 7LP

Ref: PUM/IAR/MED514-0418674

For official use  
General Section

Post room

FRIDAY



A31

\*ALXX5MXD\*

09/02/2007

571

COMPANIES HOUSE

**Form 128(1) continuation sheet**

**Company name: Mediavest (Manchester) Limited**

**Company number: 2886697**

2. the following anniversaries of the allotment of the Shares (the "Allotment"):
- a. in respect of 25% of the Shares, the first anniversary of the date of Allotment;
  - b. in respect of 25% of the Shares, the second anniversary of the date of Allotment;
  - c. in respect of 25% of the Shares, the third anniversary of the date of Allotment; and
  - d. in respect of the remaining 25% of the Shares, the fourth anniversary of the date of Allotment, at which stage all the Shares will be entitled to received dividends.