

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3246499

The Registrar of Companies for England and Wales hereby certifies that  
CHANNEL TEN LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 6th September 1996



\*N032464990\*

*G. Wookey*  
G. WOOKEY

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

Please complete in typescript,  
or in bold black capitals.

**Declaration on application for registration**

**Company Name in full**

CHANNEL TEN LIMITED



\*F012001J\*

I, RODNEY MICHAEL CHESTER ANNET  
of 5 HOLLY WALK NORTHWICH CHESHIRE CW8 4AR

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

**Declarant's signature**

Rodney Annet.

Declared at

BIRMINGHAM

the

21<sup>st</sup>

day of

August

One thousand nine hundred and ninety

SIX

● Please print name.

before me ●

JAMES MICHAEL GRINDEN LHM

**Signed**

[Signature]

Date

21<sup>st</sup> August 1996

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

RODNEY ANNET C/O WINCHESTER MULTIMEDIA PLC  
5 WATER COURT 36 WATER ST BIRMINGHAM  
B3 1UP Tel 0121 212 0337  
DX number DX exchange



When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland DX 235 Edinburgh



10

Please complete in typescript,  
or in bold black capitals.

First directors and secretary and intended situation of  
registered office

Notes on completion appear on final page

Company Name in full

CHANNEL TEN LIMITED



Proposed Registered Office

5 WATER COURT 36 WATER STREET

(PO Box numbers only, are not acceptable)

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B3 1HP

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

☐

Agent's Name

Address

Post town

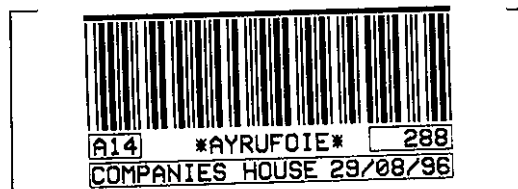
County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

RODNEY ANNET c/o WINCHESTER MULTIMEDIA PLC  
5 WATER COURT 36 WATER STREET BIRMINGHAM  
B3 1HP Tel 0121 212 0337  
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Form revised March 1995

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DX 235 Edinburgh

**Company Secretary** (see notes 1-5)

Company name

CHANNEL TEN LIMITED

**NAME**

\*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

RODNEY MICHAEL CHESTER

Surname

ANNET

Previous forename(s)

Previous surname(s)

**Address**

5 HOLLY WALK

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

NORTHWICH

County / Region

CHESHIRE

Postcode

CW8 4AR

Country

ENGLAND

I consent to act as secretary of the company named on page 1

**Consent signature**

Rodney Annet.

Date

21. 8. 96

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME**

\*Style / Title

\*Honours etc

Forename(s)

GARY

Surname

SMITH

Previous forename(s)

Previous surname(s)

**Address**

8 MEAD LANE

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B15 3SA

Country

ENGLAND

Day Month Year

**Date of birth**

23

01

57

Nationality

BRITISH

**Business occupation**

COMPANY DIRECTOR

**Other directorships**

SEE ATTACHED SHEET

I consent to act as director of the company named on page 1

**Consent signature**

G Smith

Date

21. 8. 96

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>		
<b>* Voluntary details</b>	<b>Forename(s)</b>	MICHAEL CHARLES CARRISS				
	<b>Surname</b>	PRINCE				
	<b>Previous forename(s)</b>					
	<b>Previous surname(s)</b>					
	<b>Address</b>	61 VERNON ROAD				
<b>Usual residential address</b>		EDGBASTON				
For a corporation, give the registered or principal office address.	<b>Post town</b>	BIRMINGHAM				
	<b>County / Region</b>	WEST MIDLANDS	<b>Postcode</b>	B16 9SQ		
	<b>Country</b>	ENGLAND				
		Day	Month	Year		
	<b>Date of birth</b>	29	07	44	<b>Nationality</b>	BRITISH
	<b>Business occupation</b>	MARKETING DIRECTOR				
	<b>Other directorships</b>	SEE ATTACHED SHEET				
	I consent to act as director of the company named on page 1					
	<b>Consent signature</b>	Michael Prince			<b>Date</b>	21. 8. 96

**This section must be signed by**  
**Either**

**an agent on behalf of all subscribers**

**Signed**

**Date**

**Or the subscribers**

**( i.e those who signed as members on the memorandum of association).**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

THE COMPANIES ACTS 1985 AND 1989



PRIVATE COMPANY LIMITED BY SHARES

*2-4649d*

MEMORANDUM OF ASSOCIATION

of

CHANNEL TEN LIMITED

1. The Company's name is "Channel Ten Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - (a) to carry on business as a general commercial company and accordingly to carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business by it;
  - (b) to carry on any other activity or to do anything which seems to be capable of being or can in the opinion of the directors conveniently or advantageously be carried on or done with or in connection or combined with or as ancillary or complementary to any business or activity of the Company or which may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's businesses, property or rights and to continue to carry on any activity which at the time when it commenced was authorised by this or the last preceding sub-clause;
  - (c) to purchase, take on lease or in exchange, hire, apply for, register, take options over or otherwise acquire for the purpose of or in connection with any activity of the Company or by way of investment and to hold, protect, prolong, alter, repair and renew immovable and movable property, assets, rights and privileges of all kinds including without limitation any

780148

estate, interest or right in land, buildings, goods and chattels, licences, goodwill, contracts, concessions, patents, trade marks, designs, copyright, intellectual property, secrets, know-how, rights, securities and investments of any nature;

- (d) to sell, lease, let on hire, exchange, improve, extend, preserve, manage, develop, work, mortgage, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any of the property, assets, rights, privileges, businesses and undertakings of the Company for such consideration as the Company may think fit and to construct, alter, demolish, remove or execute any buildings, constructions or works on any land.
- (e) to enter into any transaction and exercise any power connected with the carrying on, control, financing or management of the Company's businesses activities and assets and the sale, provision or exploitation of its products, goods, services or experience and to raise or borrow money (whether or not immediately required), obtain credit or sources of finance of any kind, receive money on deposit, mortgage or charge all or part of its undertaking, uncalled capital (present or future), rights, property and assets, issue debentures or debenture or loan stock, obtain guarantees, make pledges, grant liens or enter into any other form of security;
- (f) to lend money or give credit with or without security to and (whether for consideration or otherwise) to undertake, or guarantee the obligations of any person, firm or company, including (without prejudice to the generality or the foregoing) any supplier or customer of the Company, any company which is the Company's holding company or a subsidiary of the Company's holding company or any subsidiary of the Company, or any company, firm or business in which the Company may be in any way interested and to enter into any form of security for any such guarantee or obligation;



- (g) to make, draw, accept, endorse, issue, discount, negotiate and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, orders for payment, commercial paper and other negotiable or mercantile instruments and to procure and pay the costs, charges and expenses of the doing of any such things by any other person;
- (h) to invest and deal with the monies of the Company not immediately required in or upon such investments or securities and in such manner as may from time to time be determined and to hold, transpose and deal with any investments or securities in any manner;
- (i) to acquire any other company, firm or business or the goodwill or assets of any business whether for cash or by the issue or transfer of shares, debentures, debenture stock or other securities whether of the Company or otherwise or in consideration of the Company undertaking any liabilities or in any other way or in any combination of ways and to take interests by way of shareholding or otherwise in any other company, enterprise or concern whether by way of trade or investment;
- (j) to carry out the functions of a group holding company (whether or not the Company is at the same time carrying on any other business), to control, finance and manage, and to provide managerial, secretarial, accounting, legal, insurance, administrative, technical, financial, commercial or any other services or facilities for or otherwise to assist any company or companies in which the Company may be interested and to make or enter into any arrangements which may seem desirable in respect of any such company or companies and to enter into any transaction or arrangement calculated to benefit any such company or companies which would have been authorised if calculated to benefit the Company;
- (k) to amalgamate with or to enter into any partnership or joint venture arrangement or

arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which may seem capable of being conducted so as directly or indirectly to benefit the Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, firm or person and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital on any shares, stock or securities of and to subsidise or otherwise assist any such company, firm or person;

- (l) to promote any other company which may seem directly or indirectly capable of benefiting the Company or for the purpose of acquiring the whole or any part of the business, property, assets or liabilities of the Company and to place, underwrite, subscribe or enter into any other transaction in relation to shares or securities of any such company;
- (m) to engage such directors, staff, employees, consultants, advisers and agents as may be required for the control or carrying on of the Company's business and to fix and regulate the terms of employment of and relations with such persons and to remunerate them whether by salary, fees, bonuses, pensions, insurance, benefits, the allotment of shares or other securities of the Company or otherwise as may be deemed expedient and to provide or establish, manage, act as trustee of and fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees, and former directors and employees of the Company or any company which is the Company's holding company or a subsidiary of the Company's holding company or a subsidiary of the Company or any company, firm or business in which the Company may be in any way interested and their spouses and dependants including in particular any pension funds or schemes, employees' share schemes, profit sharing schemes, employees' trusts, sports,

educational or leisure facilities and training or retraining schemes;

- (n) to research into, develop or improve any invention, process or field of knowledge capable directly or indirectly of benefiting the Company and to fund any such research, development or improvement by any other person or persons or education and training in any such field of knowledge or education or training in skills or disciplines which may be useful to the Company or any company, firm or business in which the Company is interested;
- (o) to advertise and promote in any manner the public image of the Company or any of its businesses or activities, the sale, production or use of any goods, products or services supplied or dealt in by the Company or by any company, firm or business in which the Company is interested, any securities of the Company or any other matter in which the Company may be interested;
- (p) to apply for, promote, oppose or object to any legislation, regulation, order, charter, decree, licence, registration, right, privilege or concession of or from any authority (international, supranational, governmental, local, judicial or otherwise) or of or from any public or private body or person as may seem calculated directly or indirectly to benefit the interests of the Company;
- (q) to support and contribute to in any manner any charity or charitable object or overseas body, organisation or purpose having the characteristics of a charity or any benevolent, public or social object or any trade association or association of employers or employees or (so far as shall be calculated directly or indirectly to benefit the interests of the Company) any political party or cause;
- (r) to insure for its own benefit or for the benefit of any other person against loss, damage, risks and liabilities of all kinds and (without prejudice to the generality of the

foregoing) to purchase and maintain for officers of the Company or of any other company insurance against any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty;

- (s) to pay all the costs, charges and expenses of and incidental to the promotion, incorporation and formation of the Company and the underwriting, placing, selling, listing or guaranteeing of any shares or securities of the Company or the raising of money for the Company or any other company in which the Company is or proposes to be interested;
- (t) to distribute any property of the Company among the members in cash, in specie or in any other manner;
- (u) to enter into contracts, transactions, arrangements and obligations of all kinds and to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (v) to do all such other things as may be incidental or conducive to the attainment of the above objects or any of them and to enter into any transaction decided on by the directors for the time being of the Company;
- (w) to act as and to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction or in partnership with others and either by or through agents, partners, sub-contractors, trustees or otherwise.

The objects set out in this clause shall not be restrictively construed but the widest interpretation shall be given to them and they shall not, except where expressly required, be in any way limited or restricted by reference to or inference

from any other such object or objects or from the order in which they appear or from the name of the Company but shall be separate and independent objects and the Company shall have power to carry on each such object as if it were the principal object of the Company.


4. The liability of the members is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.

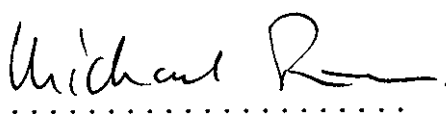
We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

---

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
------------------------------------	--

---

1. Gary Smith for and on behalf of Winchester Multimedia plc 5 Water Court 36 Water Street Birmingham B3 1HP	1
 ..... Gary Smith	

2. Michael Prince for and on behalf of Winchester Multimedia plc 5 Water Court 36 Water Street Birmingham B3 1HP	1
 ..... Mike Prince	

Total shares taken	<u>2</u>
	—

---

Dated 21. August 1996

Witness to the above signatures:

R M C Annet  
5 Water Court  
36 Water Street  
Birmingham  
B3 1HP

  
.....  
R M C Annet

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

CHANNEL TEN LIMITED

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot any shares of the Company, and to grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £100. Unless renewed, this authority shall expire on the fifth anniversary of the date of

incorporation of the Company, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time renewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.

#### SHARE CERTIFICATES

4. Regulation 6 of Table A shall apply subject to the addition of the words "or otherwise executed by or on behalf of the Company" after the words "sealed with the seal" in the second sentence thereof.

#### TRANSFER OF SHARES

5. The directors may in their absolute discretion and without giving any reason decline to register any transfer of a share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

#### TRANSMISSION OF SHARES

6. The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall not, before being registered as the holder of the share, be entitled in respect of it to receive notice of any meeting of the Company or of any separate meeting of the holders of any class of shares in the Company. Regulation 31 of Table A shall be modified accordingly.

#### NOTICE OF GENERAL MEETINGS

7. Subject to the provisions of section 369 of the Act permitting agreement to shorter notice, an annual general meeting or a general meeting called for the



passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice, and all other general meetings shall be called by at least 14 clear days' notice. The agreement of any one of the joint holders of a share to shorter notice shall be deemed the agreement of all of them in respect of that share. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted. In the case of an annual general meeting the notice shall specify the meeting as such. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the auditors, but omission to give notice to the auditors shall not invalidate the proceedings at the meeting. Regulation 38 of Table A shall not apply.

#### PROCEEDINGS AT GENERAL MEETINGS

8. All business that is transacted at an extraordinary general meeting shall be deemed special business, and all business that is transacted at an annual general meeting shall also be deemed special business with the exception of:
  - (a) the consideration of the reports of the directors and auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
  - (b) sanctioning and declaring dividends;
  - (c) the election of directors to fill vacancies caused by directors retiring by rotation or otherwise;
  - (d) the appointment of auditors where special notice of such appointment is not required by the Act and the fixing of their remuneration;
  - (e) the giving, variation or renewal of any authority to the Board for the purpose of section 80 of the Act.
9. Regulation 41 of Table A shall apply subject to the addition of the following sentence:

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

10. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said regulation. In the case of joint holders of a share, the joint holder whose name stands first in the register of members in respect of the joint holding may sign on behalf of all the joint holders of that share any resolution in writing which is proposed to take effect as if it were a resolution of the members or of any class of the members (whether under Regulation 53 of Table A, section 381A of the Act or otherwise) and may receive on behalf of all the joint holders of that share any document which is required by Schedule 15A to the Act to be supplied to the joint holders in connection with that resolution.

#### VOTES OF MEMBERS

11. Regulation 62 of Table A shall apply subject to the addition at the end of paragraph (c) of the word "or" and the following paragraph (d):

"(d) be delivered at any time before the commencement of the proceedings to any director or to the secretary at the place appointed for the holding of the meeting or adjourned meeting or the taking of the poll;"

#### NUMBER OF DIRECTORS

12. Unless otherwise determined by ordinary resolution the minimum number of directors shall be one. For so long as the minimum number of directors is one, a sole director shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles. A sole director may constitute himself as a meeting and shall constitute a quorum. The quorum for the transaction of the business of the directors shall be the number fixed by or in accordance with Regulation 89 of Table A or, if less, the number of directors for the time being in office; but if the number of directors is less than any minimum number

of directors fixed by or in accordance with these Articles, the continuing director or directors may act only for the purpose of appointing directors or of calling a general meeting. Regulations 64 and 89 of Table A shall be modified accordingly and Regulation 90 of Table A shall not apply.

#### ALTERNATE DIRECTORS

13. At the end of Regulation 66 of Table A there shall be added the following:

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting. A person nominated to be an alternate director may (if his appointor is not personally present) be counted in the quorum at the meeting and vote upon the resolution to approve his appointment as alternate director".

#### POWERS OF DIRECTORS

14. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

#### DELEGATION OF DIRECTORS' POWERS

15. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith

and without notice of any such revocation or alteration shall be affected by it".

#### APPOINTMENT, DISQUALIFICATION AND RETIREMENT OF DIRECTORS

16. The directors shall not be required to retire by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
17. 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 fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall not be required to retire at the next annual general meeting and regulation 79 of Table A shall not apply.
18. Section 293 of the Act (age limit for directors) shall not have effect in relation to the Company.

#### REMUNERATION OF DIRECTORS

19. The ordinary remuneration of the directors shall be such amount as the directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the directors may determine, or failing agreement, equally. Subject as aforesaid, a director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

#### DIRECTORS' APPOINTMENTS AND INTERESTS

20. Regulation 86 of Table A shall apply subject to the deletion of the word "and" after paragraph (a) and the addition of the following paragraphs:
  - "(c) an interest of which the directors are aware shall be deemed to have been disclosed; and
  - (d) disclosure to those directors who participate in the decision on a transaction, arrangement

or other matter shall be deemed disclosure to the directors".

If a director has complied with Regulations 85 and 86 of Table A (as modified by these Articles) in respect of a transaction or arrangement, he shall not be accountable to the Company for any benefit which he derives from the transaction or arrangement, nor shall it be liable to be avoided, on the ground of his omission to comply with the separate duty to disclose his interest under section 317 of the Act.

#### PROCEEDINGS OF DIRECTORS

21. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" wherever it occurs in the said Regulation.
22. Provided that he has disclosed the nature and extent of any material interest of his, a director shall be entitled to vote on any resolution in respect of any transaction or arrangement in which he has an interest and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall not apply.
23. Any director or other person may participate in a meeting of directors or of a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any persons participating in the meeting in this manner shall be deemed to be present in person at that meeting. 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 is.

#### ASSOCIATE DIRECTORS

22. The directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the directors may decide and may at any time remove any person so appointed. A person so appointed

shall not be a director of the Company and shall not be a member of the Board. Subject as aforesaid, the directors may define and limit the powers and duties of any associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

#### INDEMNITY


23. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors, alternate directors, auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgement is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.

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Names and Addresses of Subscribers

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1. Gary Smith  
for and on behalf of  
Winchester Multimedia plc  
5 Water Court  
36 Water Street  
Birmingham  
B3 1HP

  
.....  
Gary Smith

2. Michael Prince  
for and on behalf of  
Winchester Multimedia plc  
5 Water Court  
36 Water Street  
Birmingham  
B3 1HP

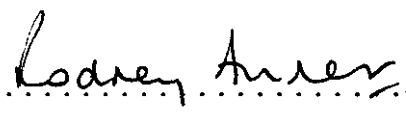
  
.....  
Michael Prince

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Dated 21. August 1996

Witness to the above signatures:

R M C Annet  
5 Water Court  
36 Water Street  
Birmingham  
B3 1HP

  
.....  
R M C Annet