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THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION of

MULTICHROME LIMITED

TUESDAY



LD2 *LKEFC1FQ* 154
15/07/2008
COMPANIES HOUSE

- 1 The name of the Company is - MULTICHROME LIMITED
- 2 The Registered Office of the Company will be situated in England and Wales
- 3 The objects for which the Company is established are -
 - a) To carry on the business of making, producing, directing, editing, exhibiting, buying, selling and dealing in, distributing, renting, letting on hire and otherwise exploiting cinema, television, hologram and video films and sound recordings therefore for television, video, cable, theatrical or satellite broadcasting to act as advisors, management consultants and tutors on all aspects thereof and generally to act as agents for the purchase, sale, marketing, distribution, hiring and exploitation thereof, and generally to manufacture, duplicate and produce copies under license of and to buy, hire, edit, sell, let on hire, import, export, produce or otherwise deal in cinema, television and all video cameras, recorders, tapes and cassettes and other photographic, electronic or other apparatus, articles, plant, machines and accessories, and to promote and manage all cinema, television shows or theatre, exhibitions and public or private entertainment
 - b) To employ persons to write, compose, adapt, or arrange stage plays, film, audio and video scripts, sketches, songs, music, dances and any other theatrical, musical or variety compositions and to enter into agreements with authors, composers and lyric writers or other persons for the dramatic or other rights of and in television and film productions, operas, operettas, revues, burlesques, vaudevilles, ballets, stage plays, pantomimes, spectacular pieces, musicals and other dramatic performances and entertainment's or for the representation thereof in any part of the world
 - c) To engage, provide and employ, or to act as agents in the engaging, providing and employing of actors, actresses, singers, dancers, variety performers, sportsmen, lecturers, instructors, entertainments and any other persons and to act as owners and proprietors of cinema clubs, working mens clubs, licensed and unlicensed clubs, bars, public houses, motels, hotels, guest houses, restaurants, cafes, take away food shops,

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theatres, dance halls, discotheques, bingo halls, squash clubs, tennis courts, billiard and snooker halls, sporting and athletic clubs, gymnasiums, saunas and health clubs and all places or recreation, entertainment and repose

- d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business
- e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property whatsoever situate
- f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them
- g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid
- h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or issue shares, stock, debentures or debenture stock of this Company as the consideration for any such acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired
- i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company
- j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation

- k) To act as agents or brokers for any person, firm or company and to undertake and perform sub contracts for any other person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them
- l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licenses or privileges thereout
- m) To sell, let, license, develop or otherwise deal with the undertaking or all or any such part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company
- n) Either with or without the Company receiving any consideration or advantage, direct or indirect from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principle together with any premium of any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of the money and/or discharge of liabilities both present and future, actual or contingent insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of any
- o) To invest and deal with the monies of the Company not immediately required in such shares and upon such securities and in such manner and on such conditions as may from time to time be determined

- p) To borrow and raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raising or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital
- q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments
- r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide
- s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business
- t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable
- u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever
- v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependents and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company
- w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies

- x) To distribute any property in specie among the members of the Company
- y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them

It is declared that the foregoing sub-clauses or any of them shall be constructed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses

4 The liability of the members is limited

The share capital of the Company is £5,000,000 divided into 5,000,000 shares of £1 each with the power to increase or divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and restrictions as to voting or otherwise as the Articles of Association may from time to time prescribe