

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SHED PRODUCTIONS LIMITED

PRELIMINARY

1. The regulations contained in Table A in the schedule to 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 except insofar as they are excluded or varied hereby and the remaining regulations in Table A together with the following regulations shall be the Articles of Association of the Company.
2. Regulations 8 and 64 of Table A shall not apply to the Company.

SHARES

3. (a) Subject to any resolution of the Company and to the provisions of paragraph (b) hereof all shares shall be under the control of the directors and the directors may allot, grant options over or otherwise deal with or dispose of them to such persons and generally on such terms and in such manner as they think fit.

(b) The directors are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 for a period of five years from the date of incorporation of the Company to allot relevant securities provided that the nominal value of any securities allotted shall together with the shares agreed to be taken by the subscribers not exceed the amount of the authorised share capital for the time being. This authority may be varied, revoked or renewed by the company in general meeting.



(c) The directors shall be empowered under the authority conferred by this Article to make, at any time before the expiry of the authority, any offer or agreement which would or may require relevant securities to be allotted after such authority had expired.

(d) Sections 89(1) and 90(1) to (6) of the Act shall not apply to any allotment by the Company of equity securities as defined by Section 94 of the Act.

4. The Company shall have a first and paramount lien on every share whether or not it is a fully paid share for all monies whether presently payable or not called or payable at a fixed time in respect of that share 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 whether solely or as one of two or more joint holders for all monies presently payable by the holder or his estate to the Company but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The lien of the company on a share shall extend to any dividend or other amount payable in respect thereof.

DIRECTORS

5. Unless otherwise determined by ordinary resolution there shall be no limitation as to the number of directors and if and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by Table A and by these Articles and regulation 89 of Table A shall be modified accordingly.

6. If at any time the Company has no directors then, notwithstanding the provisions of regulation 76 of Table A, the members may, by resolution in writing pursuant to regulation 54 of Table A or section 381A of the Act, appoint any person who is willing to act to be a director.

7. A director may vote on any resolution of the directors concerning any contract or arrangement in which he is interested or upon any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be included in determining the quorum when any such contract or arrangement is under consideration. Regulation 94 of Table A shall be modified accordingly.

8. In addition to the indemnity granted by the provisions of Regulation 118 of Table A, every director, officer, official or servant of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

8A. Any director or directors or an alternate may validly participate in a meeting of directors or a committee of directors through the medium of one or more conference telephones or similar form of

communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of directors shall, for the purposes of these articles, be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors, even if fewer than two directors or alternate directors are physically present at the same place. 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 then is.

TRANSFER AND TRANSMISSION OF SHARES

9. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share in a Company with limited liability) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

10. (a) Subject as in these articles provided, any share may be transferred by a member to his or her wife or husband, descendant, parent, brother or sister, nephew or niece or to the trustees of a settlement created inter vivos by such member whereunder no person is or may be a beneficiary who is not his or her wife or husband or any such relative aforesaid and any share of a deceased member may be transferred to his or her widow or widower or descendant or transferred to or placed in the names of his or her personal representatives or trustees if, but only if, it will be held by them upon trusts created by such member's will or arising from his or her intestacy whereunder no person is or may be a beneficiary who is not his or her widow or widower or descendant and where any share is held upon such trusts as aforesaid it may upon the appointment of a new trustee or new trustees thereof be transferred to him or her or them or to the continuing and new trustees thereof. In any such circumstances but subject to the aforesaid the provisions of paragraph (g) of this Article shall not apply save to prevent the transfer of shares on which the Company has a lien. For the purpose of this paragraph "descendant" shall include an adopted child.

(b) Save as aforesaid, a share shall not be transferred unless it first be offered to the Company and to the other members at a fair value as at date of transfer notice to be fixed at the cost of the Company by the auditors of the company.

(c) A member (hereinafter referred to as a "retiring member") wishing to transfer a share or shares otherwise than as aforesaid shall give notice thereof in writing to the Company and such notice (hereinafter referred to as a "transfer notice") shall constitute the Company his agent for the sale in accordance with the provisions of this article of the share or shares comprised therein at the fair value fixed as aforesaid. A transfer notice may not be withdrawn except with the consent of the directors.

(d) After the fixing as aforesaid of the fair value of the share or shares comprised in a transfer notice, the directors shall take all action as is necessary and within their powers for the Company to purchase the share offered for sale. if the company does not approve the purchase of its own shares the directors shall then proceed to seek a purchaser or purchasers therefore amongst the other members (including any of their own body who are members but excluding any member who voted in general meeting against the Company purchasing the share or shares on offer). In the case of competition amongst the other members therefor, the sale shares shall be apportioned amongst those willing and entitled to purchase the same as nearly as may be in proportion to their respective holdings of shares, but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by a resolution of all the directors for the time being in a manner which they deem to be the most equitable.

(e) Upon the finding of a purchasing member or members the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the directors shall nominate some person to transfer the share or shares comprised in such sale to the purchasing member or members and shall receive the purchase money and register the purchasing member as the holder of such share or shares and issue to him a certificate therefore. The retiring member shall deliver to the Company his certificate or certificates comprising or including such shares or share and shall thereupon be paid the purchase money and any necessary balance certificate shall be issued to him.

(f) If within twenty eight days after the fixing of the fair value as aforesaid no purchasing member has been found for the share or shares or some of the shares comprised in the transfer notice the directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six months after such notice was given to him, but subject to the provisions of paragraph (g) of this article, transfer the share or shares in question to any person for any

consideration which is not less than the fair value fixed in accordance with paragraph (b) above.

(g) Subject as in this article otherwise provided, the directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

(h) (i) Any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, and

(ii) Any transfer of any interest in a share or shares

shall for the purpose of this article be deemed to constitute a transfer of the share or shares comprised in such direction or transfer and, except in the case of a transfer permitted by paragraph (a) of this article, shall be deemed to constitute a transfer notice comprising such share or shares and the foregoing provisions of this article shall apply accordingly.