

WRITTEN RESOLUTIONS
of
PARTHENON ENTERTAINMENT LIMITED

On 30 September 2008 the following resolutions were duly passed as special resolutions

SPECIAL RESOLUTIONS

- 1 THAT, with effect from the passing of this resolution the Articles of Association of the Company be amended by the insertion of the following article as article 8A

"Transfer of shares

Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, or suspend registration of any transfer of shares 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**"),
- (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 a certificate by any such entity or any employee of any such entity that the relevant shares have been so charged or the transfer has been so executed shall be conclusive evidence of such facts "

- 2 THAT with effect from the passing of this resolution Article 4 of the Articles of Association of the Company be amended by the insertion of the following words at the beginning of Article 4

"Save and except in respect of any shares which are transferred to any bank, institution or other person to which such shares have been charged by way of security"


Director/Secretary

SATURDAY



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

PARTHENON ENTERTAINMENT LIMITED

(as amended by Written Resolution of the Company dated 30 September 2008)

PRELIMINARY

- 1 The Company is a private company, and the regulations contained or incorporated by reference in Table A in Statutory Instrument 805 of 1985, save in so far as they are hereinafter excluded or modified, shall be, together with these Articles, the regulations of the Company

SHARES

- 2 Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are authorised to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that,
 - (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital), which at the time when the allotment is made, have not already been allotted
 - (b) this authority shall expire on the fifth anniversary of the day preceding the date of incorporation of the Company, or on such other earlier date as the Company may in General Meeting properly resolve, provided always that this authority may be renewed in accordance with the provisions of the Companies Acts
- 3 Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted will be deemed to be declined and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions
- 4 Save and in respect of any shares which are transferred to any bank, institution or other person to which such shares have been charged by way of security the lien conferred by Clause 8 in Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he be the sole holder or one of two or more joint holders thereof
- 5 Any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Article 7 shall not apply to such transfers save to prevent a transfer of a Share on which the Company has a lien

6 A Member wishing to dispose of all or any of his shares shall give notice of the fact to the Directors and such notice shall constitute the Company as agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them. This option remaining open for three calendar months from the date on which the offer is made, if, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company, if there is no dispute as to the value of the shares, they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person provided that this Articles shall not in any way remove from the Directors the power to refuse to register any transfer of which they disapprove.

7 Without prejudice to the provisions of Clause 24 in Table A, the Directors may, in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share (other than a transfer made in accordance with Article 5) whether or not it is a fully paid share.

8 Shares issued pursuant to Clause 3 in Table A shall be subject to such terms and manner of redemption as the Company before the issue shall by Special Resolution determine.

8A Transfer of shares

Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, or suspend registration of any transfer of shares 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"),
- (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 a certificate by any such entity or any employee of any such entity that the relevant shares have been so charged or the transfer has been so executed shall be conclusive evidence of such facts.

SEAL

9 Clause 101 of Table A shall be amended by the addition of the following words at the end of the Clause "or by some other person appointed by the Directors for the purpose"

DIRECTORS

- 10 A person may be appointed or elected as a Director whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age
- 11 A Director may vote in respect of any contract or arrangement in which he is interested and may form part of the quorum for any meeting at which such voting occurs. Clauses 95, 96 and 98 in Table A shall not apply to the Company, and Clause 97 in Table A shall apply as though the words "except that concerning his own appointment" were omitted
- 12 The Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director he replaces was last elected a Director
- 13 Until otherwise determined by the Company in General Meeting the number of Directors (other than alternate Directors) shall not be less than one nor more than five. So long as the minimum number remains thus fixed at one, a sole Director may exercise all the powers vested in the Directors generally. Clauses 89 and 90 in Table A shall be modified accordingly, and Clause 64 in Table A shall not apply to the Company

Name and address of Subscriber

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Dated 12th February, 2002

Witness to the above signatures -

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