FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **12155835**

The Registrar of Companies for England and Wales, hereby certifies that

HTM (BLOODLANDS) LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **14th August 2019**

* N12155835H *

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

IN01(ef)

Application to register a company

X8BS4SMZ

Received for filing in Electronic Format on the: **13/08/2019**

Company Name in full:	**HTM (BLOODLANDS) LIMITED**
Company Type:	**Private company limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Registered Office Address:	**7 SAVOY COURT LONDON UNITED KINGDOM WC2R 0EX**
Sic Codes:	**82990**

Proposed Officers

Company Secretary 1

Type:	**Person**
Full Forename(s):	**PAUL DARREN**
Surname:	**COHEN**
Service Address:	**33 OVAL ROAD** **LONDON** **UNITED KINGDOM NW1 7EA**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director 1

Type:	**Person**
Full Forename(s):	**JAMES THOMAS**
Surname:	**MULVILLE**
Service Address:	**33 OVAL ROAD LONDON UNITED KINGDOM NW1 7EA**
Country/State Usually Resident:	**UNITED KINGDOM**

Date of Birth:	****/01/1955**	*Nationality:*	**BRITISH**
Occupation:	**PRODUCER/ WRITER/ COMPANY DIRECTOR**		

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**

Full Forename(s): **PAUL DARREN**

Surname: **COHEN**

Service Address: **33 OVAL ROAD**
LONDON
UNITED KINGDOM NW1 7EA

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/12/1970** *Nationality:* **BRITISH**

Occupation: **COMMERCIAL DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: **Person**

Full Forename(s): **ANDREW JOHN**

Surname: **DUGDALE**

Service Address: **33 OVAL ROAD**
LONDON
UNITED KINGDOM NW1 7EA

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/09/1976** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

Class of Shares:	**ORDINARY**	*Number allotted*	**1**
Currency:	**GBP**	*Aggregate nominal value:*	**1**
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	**GBP**	*Total number of shares:*	**1**
		Total aggregate nominal value:	**1**
		Total aggregate unpaid:	**0**

Initial Shareholdings

Name:	**HTM TELEVISION LIMITED**		
Address	**7 SAVOY COURT LONDON UNITED KINGDOM WC2R 0EX**	*Class of Shares:*	**ORDINARY**
		Number of shares:	**1**
		Currency:	**GBP**
		Nominal value of each share:	**1**
		Amount unpaid:	**0**
		Amount paid:	**1**

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **HTM TELEVISION LIMITED**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

Harbottle & Lewis

The Companies Act (the Act)

Private Company Limited by Shares

Memorandum and Articles of Association of

HTM (Bloodlands) Limited

Harbottle & Lewis LLP
Hanover House
14 Hanover Square
London
W1S 1HP

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www.harbottle.com
DX 44617 Mayfair

The Companies Act 2006
(the **Act**)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

HTM (Bloodlands) Limited

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber:	**Authentication by each subscriber:**
HTM Television Limited	--
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--	--

Dated 12 August 2019

The Companies Act 2006
(the **Act**)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

HTM (Bloodlands) Limited

(the **Company**)

PRELIMINARY

1. The model articles for private companies limited by shares contained in the Companies (Model Articles) Regulations 2008 (the **Model Articles**) shall, except to the extent that they are excluded or modified by these Articles, apply to the Company and, together with these articles, shall constitute the Articles of Association of the Company (the **Articles**).

Other than the Model Articles and Articles 52 to 62 of the Model Articles for Public Companies contained in the Companies (Model Articles) Regulations 2008 (the **Public Company Model Articles**) as stated in Article 29 no regulations or articles set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company.

In these Articles, **Controlling Shareholder** shall mean a registered holder for the time being of not less than 75% in nominal value of the equity share capital of the Company from time to time.

CHANGE OF COMPANY NAME

2. Pursuant to section 77 of the Act, the Company may change its name:

2.1 by Special Resolution; or

2.2 by resolution of the directors.

PRIVATE COMPANY WITH LIMITED LIABILITY

3. The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

4. The liability of the members is limited to the amount, if any, unpaid on the shares held by them. Model Article 2 shall not apply to the Company.

NUMBER OF DIRECTORS

5. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number is one.

POWERS OF DIRECTORS

6. Any or all powers of the directors (or any of them) shall be restricted in such respects, to such extent and for such duration as a Controlling Shareholder may from time to time by notice in writing to the Company prescribe.

APPOINTMENT AND REMOVAL OF DIRECTORS

7. A Controlling Shareholder may at any time and from time to time by notice in writing to the Company appoint one or more persons to be a director or directors of the Company and to remove any director or directors from office.

8. In any case where, as a result of death, the Company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint any person who is willing to act as a director and is permitted by law to do so to be a director.

9. For the purposes of Article 8 above, where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder. Model Article 17 shall not apply to the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

10. The office of a director shall be vacated if:

10.1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

10.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

10.3 he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director and those co-directors resolve that his office be vacated; or

10.4 a registered medical practitioner who is treating that director gives a written opinion to the Company stating that that director has become physically or mentally incapable of acting as a director and may remain so for more than three months; or

10.5 he resigns his office by notice to the Company and such resignation has taken effect in accordance with its terms; or

10.6 he is removed from office by a resolution duly passed under s168 of the Act; or

10.7 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated; or

10.8 notification of the director's removal is received by the Company from a Controlling Shareholder pursuant to Article 7.

Model Article 18 shall not apply to the Company.

ALTERNATE DIRECTORS

11. Any director (other than an alternate director) may appoint any other director, or any other person, who is willing to act, to be an alternate director (provided always that he has provided to the Company written confirmation of his willingness to act) and may remove from office an alternate director so appointed by him. Any appointment or removal of an alternate director shall be by notice to the Company authenticated by the director making or revoking the appointment or in any other manner approved by the directors. Any such notice may be left at or sent by post, email or fax to the registered office or another place designated for the purpose by the directors.

12. Subject to his providing the Company with an address at which notices may be given to him, an alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member. He shall be entitled to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence (including participating in unanimous decisions of the directors) but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. An alternate director may be paid expenses and may be indemnified and/or insured by the Company to the same extent as if he were a director.

13. Except as the Articles otherwise provide, alternate directors:

13.1 are deemed for all purposes to be directors;

13.2 are liable for their own acts and omissions;

13.3 are subject to the same restrictions as their appointors; and

13.4 are not deemed to be agents of or for their appointors.

14. A person may be the alternate director of more than one director. If this is the case, at any directors' meeting he shall have one vote for each of the directors for whom he is an alternate.

15. An alternate director shall cease to be an alternate director if his appointor ceases to be a director or if any of the events set out in Articles 10 to 10.8 shall occur in relation to the alternate director.

PROCEEDINGS OF DIRECTORS

16. Every director shall receive reasonable notice of a meeting, whether or not he is absent from the United Kingdom. Any director or alternate director may, by written notice to the Company, waive his right to receive notice of a board meeting, either prospectively or retrospectively, and the presence of any director or alternate director at the start of a meeting shall constitute such a waiver and the words "not more than 7 days after the date on which the meeting is held" contained in Model Article 9(4) shall not apply to the Company. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director entitled to receive notice shall not invalidate the proceedings at that meeting.

17. If and for so long as there is a sole director of the Company:

17.1 he may exercise all the powers conferred on the directors by the Articles by any means permitted by the Articles or the Act;

17.2 for the purpose of Model Article 11(2) the quorum for the transaction of business shall be one; and

17.3 all other provisions of the Articles apply with any necessary modification (unless the provision expressly provides otherwise).

18. The following words shall be added at the end of Model Article 11(2): "A person who holds office only as an alternate director shall, if his appointor is not present be counted in the quorum and, if he is the alternate director of more than one director, shall be counted separately in respect of each absent appointor".

19. A director or his alternate may validly participate in a meeting of the directors or a committee of directors by conference telephone and/or any other form(s) of communication equipment (whether in use when these Articles are adopted or not) if all persons participating in the meeting are able to communicate with each other throughout the meeting. A person participating in this way shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors even though fewer than two directors or alternate directors are physically present at the same place. The 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 then is.

INTERESTS OF DIRECTORS

20. An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

21. An interest which cannot reasonably be regarded as likely to give rise to a conflict of interest shall not be treated as an interest of a director.

22. In relation to an alternate director, both interests of his own and interests of his appointor shall be treated as interests of the alternate director, and the alternate director shall be deemed to have knowledge of all matters which are known or should reasonably be known by his appointor.

23. Pursuant to Section 175 of the Act a Director must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company, including but not limited to the exploitation of any property, information or opportunity notwithstanding that the Company cannot take advantage of such property, information or opportunity. Pursuant to Section 175(5) of the Act, the Board may authorise such a conflict of interest provided that any Director having such a conflict of interest shall not vote or count in the quorum in respect of any resolution of the Board authorising his conflict of interest.

24. Without prejudice to the obligation of any director to disclose his interest in accordance with section 177 of the Act, and provided any relevant conflict of interest has been authorised in accordance with Article 23 above, a director may attend and vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he is directly or indirectly interested. The director shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote shall be counted. Model Article 14 shall not apply to the Company.

25. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

26. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that

meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

27. Subject to the provisions of these Articles and the Act and subject to any disclosures required by these Articles and law, a director, notwithstanding his office shall not by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

SHARE CAPITAL

28. Subject to the provisions of these Articles and the Act and provided that the Company has only one class of shares, the directors have general and unconditional authority pursuant to section 550 of the Act to allot shares of that class or to grant rights to subscribe for or to convert any security into such shares of the Company to such persons, at such times and on such terms and conditions as the directors may decide, provided always that no share may be issued at a discount.

29. Shares need not be issued as fully paid and the Model Articles shall be interpreted accordingly. Articles 52 to 62 inclusive of the Public Company Model Articles shall apply to the Company. Model Articles 21 and 24(2)(c) shall not apply to the Company.

30. Except as otherwise provided by the rights attached to the shares all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid.

31. The pre-emption provisions of section 561(1) of the Act and the provisions of section 562 of the Act shall not apply to the allotment by the Company of any equity security.

TRANSFERS

32. The directors may, in their absolute discretion, refuse to register the transfer of a share to any person and, if they do so, the instrument of transfer must be returned to the transferee with a notice of refusal and the reasons for the refusal unless they suspect that the proposed transfer may be fraudulent. Model Article 26(5) shall not apply to the Company.

GENERAL MEETINGS

33. Any director or the secretary of a corporation which is a member shall be deemed to be a duly authorised representative of that member:

33.1 for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company; and

33.2 without prejudice to the generality of the foregoing, for the purpose of Article 34 below and Model Articles 38, 41(1), and 42 to 44 inclusive.

34. In the case of a member which is a corporation the signature or authentication of any director or the secretary of that corporation or, in the case of a share registered in the name of joint holders, the signature or authentication of one of such joint holders, shall be deemed to be and shall be accepted as the signature or authentication of the member concerned for all purposes including the signature or authentication of any form of proxy and the signature or authentication of any resolution in writing.

NOTICE OF GENERAL MEETINGS

35. Pursuant to section 145 of the Act, a member may nominate another person or persons to enjoy or exercise any of the rights of that member in relation to the Company in accordance with the section of the Act.

36. General meetings (except for those requiring special notice) shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 90 per cent in nominal value of the shares giving that right.

37. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

38. Subject to the provisions of the Articles and the Act and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors.

PROCEEDINGS AT GENERAL MEETINGS

39. A poll may be demanded by

39.1 the chairman; or

39.2 the directors; or

39.3 any member present in person or by proxy and entitled to vote.

Model Article 44(2) shall be not apply to the Company.

40. Where the Company has only one shareholder for the time being, one qualifying person (as defined in section 318 of the Act) present at the meeting shall be a quorum. In any other case, the quorum shall be:

40.1 a Controlling Shareholder present in person, by proxy or by authorised representative; or

40.2 if the Company does not have a Controlling Shareholder for the time being, any two shareholders present in person, by proxy or by authorised representative.

VOTES OF MEMBERS

41. On a poll or a show of hands votes may be given either personally or by proxy or (if the member is a corporation) by a duly authorised representative of that member. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights to a different share or shares held by the member. A proxy need not be a member of the Company.

42. A proxy notice shall be received at the registered office of the Company or at any number or address provided by the Company for that purpose not less than 48 hours before the meeting is to take place.

THE SEAL

43. The Company need not have a common seal but if it does, such seal may only be used in accordance with these Articles.

NOTICES

44. Documents and information including notices may be served by the Company upon any member, either:

44.1 personally; or

44.2 by sending it through the post in a prepaid letter, addressed to the member at his registered address; or

44.3 by sending it using electronic means to an address or number for the time being notified for that purpose by the member to the Company; or

44.4 by making the notice available on a website and notifying the member of its presence.

45. Where a notice is:

45.1 served by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted;

45.2 served by electronic means, service of the notice shall be deemed to be effected by properly addressing and sending an electronic transmission containing the notice and to have been effected at the expiration of twenty-four hours after the transmission containing the same is sent;

45.3 served by making it available on a website, service of the notice shall be deemed to be effected by properly notifying the member of the fact that the notice is available on the website and to have been effected at the expiration of twenty-four hours after the notification is sent.

46. A document or information including notices of general meetings may only be sent by the Company by electronic means in accordance with the provisions of the Act to a member who has agreed that the document or information may be sent by those means and who has provided an address for that purpose.

47. A document or information including notices of general meetings may only be sent by the Company by making them available on a website to a member who has agreed or is deemed to have agreed pursuant to Schedule 5 Part 4 of the Act that the document or information may be sent in this manner.