



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4075079

The Registrar of Companies for England and Wales hereby certifies that

ESPRESSO BROADBAND LIMITED

having changed its name, is now incorporated under the name of

ESPRESSO GROUP LIMITED

Given at Companies House on **12th February 2009**



C04075079B



Company No. 4075079

N/w
000172/10

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
ESPRESSO BROADBAND LIMITED**

December 17th 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the 'Special Resolutions') of the Company:

SPECIAL RESOLUTIONS

1. "That the name of the Company be changed to "Espresso Group Limited".
2. "That, from the date of this Resolution up to and including 30 June 2009 ("Relevant Date"), Article 13.2 of the Company's articles of association ("Article 13.2") shall be amended such that the Board may, but shall not be required to, serve a Compulsory Notice in relation to any Option Shares held by Compulsory Seller(s) provided that if the Board does not on or before the Relevant Date serve a Compulsory Notice on the Compulsory Seller(s) and the Compulsory Sellers hold shares after the Relevant Date, the Board shall be obliged to serve a Compulsory Notice in accordance with Article 13.2 within two months of the earlier of (i) the Relevant Date or (ii) the date on which the Option Shares were issued to the Relevant Member.

Capitalised words used in this Resolution shall, unless otherwise stated, have the meaning defined in the Company's articles of association."

AGREEMENT

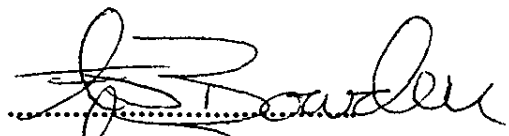

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions. The undersigned, the person entitled to vote on the Special Resolutions, hereby irrevocably agree to the Special Resolutions:

EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:


.....

.....
25/01/2009

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date:

.....
.....
.....

Confidential

Page 6

FRIDAY



A2Y2A75Y
A34 06/02/2009 380
COMPANIES HOUSE
A11 23/01/2009 307
COMPANIES HOUSE

Company No. 4075079

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
ESPRESSO BROADBAND LIMITED**

December 17th 2008

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EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:

Henri Borge
.....
L. BRONZE
.....
22 Dec 2008
.....

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date:

.....
.....
.....
.....

PRIVATE COMPANY LIMITED BY SHARE
WRITTEN RESOLUTION
of
ESPRESSO BROADBAND LIMITED

December 17th 2008

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EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date:

GUINNESS FLIGHT VCT
R.F. PIERCE
R. F. PIERCE
6 January 2009

Company No. 4075079

COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
ESPRESSO BROADBAND LIMITED**

December 17th 2008

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EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:

OR (in the case of a company)

SIGNED BY (insert name of company): CHANNEL 4 TELEVISION

Acting by its authorised signatory (sign here):
NATHANIEL SCHWARTZ

Print name of authorised signatory: NATHANIEL SCHWARTZ

Date: 22.12.2008.....

Company No. 4075079

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
ESPRESSO BROADBAND LIMITED**

December 17th 2008

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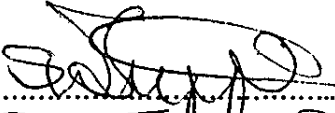
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EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:


.....
SW TUPPER
.....
22-12-2008
.....

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date:

.....
.....
.....
.....

Company No. 4075079

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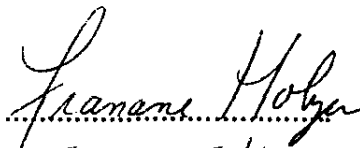
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EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:


.....
FRANNE HOLZER
.....
12/19/08
.....

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date:

.....
.....
.....
.....

Company No. 4075079

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EITHER (in the case of an individual)

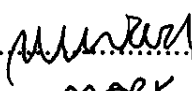
SIGNED BY:

Print name:

Date:

OR (in the case of a company)

SIGNED BY (insert name of company): 17N

Acting by its authorised signatory (sign here): 

Print name of authorised signatory: MARK WOOD

Date: 29.12.08

Company No. 4075079

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
ESPRESSO BROADBAND LIMITED**

December 17th 2008

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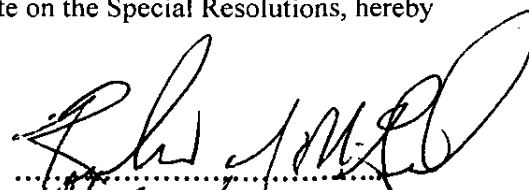
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EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:


.....
McCreath
.....
Dec 22 2008
.....

OR (in the case of a company)

SIGNED BY (insert name of company):

.....

Acting by its authorised signatory (sign here):

.....

Print name of authorised signatory:

.....

Date:

.....

FRIDAY

Company No. 4075079

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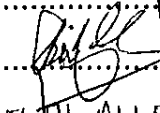
SIGNED BY:

Print name:

Date:

OR (in the case of a company)

SIGNED BY (insert name of company): Mecom Group plc

Acting by its authorised signatory (sign here): 

Print name of authorised signatory: KEITH ALLEN

Date: 7/12/08

Company No. 4075079

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SIGNED BY:

Print name:

Date:

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date:

Proven VCT plc
S. M. Veale DULY AUTHORISED
ATTORNEY
STUART MICHAEL VEALE
7 / 1 / 09

Company No. 4075079

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SIGNED BY:

Print name:

Date:

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date:

Proven Growth & Income VET plc
S.M. Veale Duly AUTHORISED ATTORNEY
STUART MICHAEL VEALE
7/1/09

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of

ESPRESSO BROADBAND LIMITED

COMPANIES HOUSE

23/01/2009

305

COMPANIES HOUSE

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EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:


.....
TIM EVANS
.....
6/1/09
.....

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date:

.....
.....
.....
.....

Company No. 4075079

600172/10

**PRIVATE COMPANY LIMITED BY SHARES
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EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:

J. Dudley Fishburn
.....
J. DUDLEY FISHBURN
.....
20.xii.08
.....

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date:

Confidential

Page:

FRIDAY

COMPANIES HOUSE

A11

23/01/2009

296

COMPANIES HOUSE

Company No. 4075079

**PRIVATE COMPANY LIMITED BY SHARES
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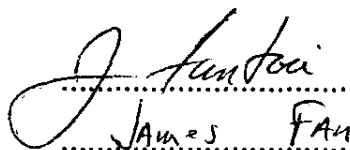
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EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:


.....
James Fantaci
.....
19 December 2008
.....

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date:

.....
.....
.....
.....

CURRENT SHAREHOLDINGS
(POST CHANNEL 4 Learning Transaction)

Shareholder	Ordinary Shares	A Ordinary Shares	B Ordinary Shares	Total Shares	Equity Position
	48,222	0	125,937	175,159	2.0135963%
	1,538,209	0	0	1,538,209	1.76863%
	4,440,899	0	0	4,440,899	5.129805%
	3,202,275	17,774,486	0	25,417,318	29.38822%
	1,700,737	6,807,809	0	9,724,809	11.250338%
	1,624,564	1,176,701	6,497,449	9,298,804	10.770183%
	518,179	786,137	2,474,025	3,779,245	4.361725%
	868,762	182,318	1,725,884	2,797,964	3.221488%
	76,374	0	0	76,374	0.088891%
	253,081	121,545	839,137	1,313,763	1.513025%
	1,154,553	303,666	2,347,787	3,806,206	4.434914%
	1,382,648	311,274	3,587,727	5,281,649	6.107283%
	335,425	181,112	1,241,343	1,757,880	2.025056%
	888,782	182,318	1,725,884	2,797,984	3.221488%
	111,835	13,426	0	125,261	0.145587%
	76,374	13,426	0	89,800	0.104244%
	76,374	0	0	76,374	0.088891%
	832,126	182,318	1,725,884	2,740,328	3.183005%
	56,357	13,426	0	69,783	0.080809%
	305,828	0	0	305,828	0.353818%
	892,736	182,317	1,408,675	2,283,728	2.650952%
	379,610	182,317	1,408,675	1,970,602	2.278605%
	577,305	151,932	1,173,907	1,903,144	2.2146748%
	908,322	243,091	1,883,696	2,635,109	3.061897%
	432,060	22,012	0	454,072	0.52528%
	144,021	7,337	0	151,358	0.175105%
	861,048	33,641	0	894,727	1.038695%
	865,179	0	0	865,179	1.0046174%
	33,641	0	0	33,641	0.039074%
	310,369	0	0	310,369	0.359214%
	2,120,808	283,150	0	2,384,059	2.7783518%
	165,245	20,150	805,286	991,681	1.144881%
	572,962	55,766	2,331,785	2,960,546	3.432837%
	0	0	409,276	409,276	0.475587%
	77,469	12,303	472,243	592,045	0.688965%
	851,962	0	0	851,962	0.992719%
	27,754	27,754	448,786	505,304	0.589633%
	6,106,527	2,144,034	13,486,444	21,737,005	25.367112%
	4,190,287	1,471,232	9,254,372	14,915,891	17.301443%
TOTAL	36,901,515	12,727,412	80,058,203	129,687,130	100.000000%

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
ESPRESSO BROADBAND LIMITED

December 17th 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Special Resolutions") of the Company:

SPECIAL RESOLUTIONS

1. "That the name of the Company be changed to "Espresso Group Limited".
2. "That, from the date of this Resolution up to and including 30 June 2009 ("Relevant Date"), Article 13.2 of the Company's articles of association ("Article 13.2") shall be amended such that the Board may, but shall not be required to, serve a Compulsory Notice in relation to any Option Shares held by Compulsory Seller(s) provided that if the Board does not on or before the Relevant Date serve a Compulsory Notice on the Compulsory Seller(s) and the Compulsory Sellers hold shares after the Relevant Date, the Board shall be obliged to serve a Compulsory Notice in accordance with Article 13.2 within two months of the earlier of (i) the Relevant Date or (ii) the date on which the Option Shares were issued to the Relevant Member.

Capitalised words used in this Resolution shall, unless otherwise stated, have the meaning defined in the Company's articles of association."

AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Special Resolutions. The undersigned, the person entitled to vote on any Special Resolutions, hereby irrevocably agree to the Special Resolutions:

EITHER (in the case of an individual)

SIGNED BY:

Print name:

Date:

[Signature]
P. D. LEAS
5/1/09

OR (in the case of a company)

SIGNED BY (insert name of company):

Acting by its authorised signatory (sign here):

Print name of authorised signatory:

Date: