

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

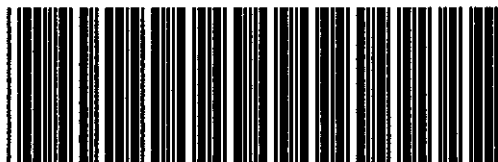
Company No. 5959958

The Registrar of Companies for England and Wales hereby certifies that

ITV BROADCAST LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 9th October 2006



N059599581



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

5959958

Company Name in full

ITV Broadcast Limited

I, Eleanor Kate Irving

of 137 Plimsoll Road, London, N4 2ED

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

EK Irving

Declared at

95 Aldwych London WC2

Day Month Year

On

05 10 2006

① Please print name.

before me ①

WILLIAM B KENNAIR

A COMMISSIONER FOR OATHS

Signed

W B Kennair

Date

5/10/2006

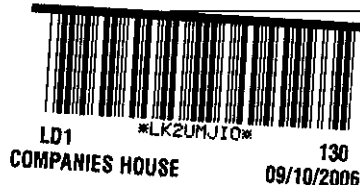
† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

ELEANOR IRVING, ITV PLC, 9TH FLOOR,
GRAND INN RD, LONDON WC1X 8HF
Tel 0202 126 5626

DX number

DX exchange



Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

for the record

10

*Please complete in typescript,
or in bold black capitals.*

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

ITV Broadcast Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

200 Gray's Inn Road

Post town

London

County / Region

Postcode

WC1X 8HF

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

0

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Eleanor Irving, ITV plc, 7th Floor, 200 Gray's Inn Road, London

WC1X 8HF

Tel 0207 126 5626

DX number

DX exchange



LD1
COMPANIES HOUSE

129
09/10/2006

v 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† ☐

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† ☐

Post town

County / Region Postcode

Country

Date of birth

Day Month Year Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Please list directors in alphabetical order

Mrs

*Honours etc: ACIS

* Voluntary details

Eleanor Kate

Irving

Previous forename(s)

Previous surname(s)

Address ^{††}

137 Plimsoll Road

Post town

London

County / Region

Postcode	N4 2ED
----------	--------

Country

UK

Date of birth

Day Month Year

3	1	0	7	1	9	6	6
---	---	---	---	---	---	---	---

Nationality	British
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Business occupation

Chartered Secretary

Other directorships

Please see attached schedule.

I consent to act as director of the company named on page 1

Consent signature

Date _____

4/10/06

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

4/10/06

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Helen Jane Tautz

Directorships Report

Directorships

Company Name	Appointed
A.C.E. (1988) Limited	30/01/2004
Anglia Television (Music) Limited	18/06/2001
Anglia Television Distribution Limited	18/06/2001
Anglia Television Entertainment	18/06/2001
Angliatv.com Limited	18/06/2001
ATE Investment Holdings Limited	18/06/2001
Business Note Ltd	23/07/2002
C.D.S.S. Limited	30/01/2004
Carlton & Co. Limited	30/01/2004
Carlton (Biggin Hill) Limited	30/01/2004
Carlton 021 Limited	30/01/2004
Carlton Active Limited	30/01/2004
Carlton Aesop Trustee Limited	30/01/2004
Carlton Broadcast Facilities Limited	30/01/2004
Carlton Cable Limited	30/01/2004
Carlton Cinema Limited	30/01/2004
Carlton Communications Limited	10/04/2006
Carlton Content Holdings Limited	30/01/2004
Carlton Deep Sea Systems Limited	30/01/2004
Carlton Digital Channels Holdings Limited	30/01/2004
Carlton Digital Channels Limited	28/07/2005
Carlton Digital Sales Limited	30/01/2004
Carlton Electronics Limited	30/01/2004
Carlton Films Limited	30/01/2004
Carlton Finance Limited	30/01/2004
Carlton Food Network Limited	27/02/2003
Carlton Group Limited	30/01/2004
Carlton Home Entertainment Limited	30/01/2004
Carlton Hyperactive Limited	30/01/2004
Carlton International Media	27/06/2000
Carlton Media Group Limited	30/01/2004
Carlton Media Limited	30/01/2004
Carlton Music Limited	30/01/2004
Carlton Music Publishers Limited	30/01/2004
Carlton Online Limited	30/01/2004
Carlton Productions Limited	30/01/2004
Carlton Quest Trustee Limited	30/01/2004
Carlton Racing Limited	30/01/2004
Carlton Sales Limited	30/01/2004
Carlton Studios Limited	30/01/2004
Carlton US Investments Limited	30/01/2004
Carlton Visual Entertainment Limited	27/06/2000
Carltonco 103	30/01/2004
Carltonco 110 Limited	30/01/2004
Carltonco 119 Limited	30/01/2004
Carltonco 120 Limited	30/01/2004
Carltonco 88 Limited	30/01/2004
Carltonco 89 Limited	30/01/2004
Carltonco 94 Limited	30/01/2004
Carltonco 99 Limited	30/01/2004
Carltonco Eighty-One Limited	30/01/2004
Carltonco Fifteen Limited	30/01/2004
Carltonco Fifty Limited	30/01/2004

Helen Jane Tautz

Directorships Report

Company Name	Appointed
Carltonco Forty Investments	26/10/2005
Carltonco Forty-Three Limited	30/01/2004
Carltonco Ninety-Six	30/01/2004
Carltonco Seventeen Limited	30/01/2004
Carltonco Seventy Limited	30/01/2004
Carltonco Seventy-Two Limited	30/01/2004
Carltonco Thirty-Five Limited	31/01/2004
Carltonco Thirty-Six Limited	30/01/2004
Carlton-Granada (Digital Rights) Limited	30/01/2004
Castlefield Properties Limited	16/08/2004
Central Broadcasting Limited	30/01/2004
Central Productions Limited	30/01/2004
Central Television Limited	30/01/2004
Complete Post Limited	30/01/2004
DBS UK Limited	30/01/2004
Digital TV Limited	30/01/2004
Direct Television UK Limited	30/01/2004
DTV Limited	30/01/2004
Elecrent Overseas Holdings Limited	04/10/2004
ERG Insurance Services Limited	05/12/2000
Evergreen Film Productions Limited	30/01/2004
Film Lab North Ltd	23/07/2002
First Independent Films Limited	18/06/2001
Freehold Investment (Leytonstone) Limited	17/08/2004
Freehold Investments (Burgess Hill) Limited	17/08/2004
Genesis Film Productions Limited	27/08/2004
Golden Square Properties GP Limited	17/08/2004
Granada (Heart) Limited	31/12/2002
Granada AV Solutions Limited	18/06/2001
Granada December Eleven Limited	17/08/2004
Granada Film Limited	31/12/2002
Granada Film Productions Limited	31/12/2002
Granada Forex Limited	17/08/2004
Granada Group Limited	10/04/2006
Granada Investment Holdings Limited	18/06/2001
Granada Limited	10/04/2006
Granada Media Group Limited	28/05/2004
Granada Nominees Limited	16/02/1998
Granada Petrol and Services Stations Limited	16/02/1998
Granada Properties Limited	17/08/2004
Granada Quest Trustees Limited	08/10/1998
Granada Rentertainment Limited	16/02/1998
Granada Screen (2005) Limited	27/01/2005
Granada Studios Tour Limited	29/05/2001
Granada Television International Limited	31/12/2002
Granada Television Overseas Limited	31/12/2002
Granada Television Productions Limited	31/12/2002
Granada TV Rental Limited	27/06/2000
Granada UK Rental and Retail Limited	17/08/2004
Granada Video Limited	17/08/2004
Granada World Productions Limited	17/08/2004
Griffin Productions Limited	07/04/2003
Hardman Radio Limited	16/02/1998
Harvest Entertainment Limited	30/01/2004
Heartbeat FM Limited	25/10/2000

Helen Jane Tautz

Directorships Report

Company Name	Appointed
High Definition Media Ltd	23/07/2002
Home Box Office Limited	30/01/2004
International Television Enterprises London Limited	18/06/2001
ITEL Investment Holdings Limited	18/06/2001
ITV Books Limited	15/06/2004
ITV Channel Limited	15/06/2004
ITV Channels Limited	15/06/2004
ITV Cinema Limited	15/06/2004
ITV Commercial Limited	28/10/2005
ITV Consumer Limited	30/01/2004
ITV Consumer Services Limited	30/01/2004
ITV Dotcom Limited	15/06/2004
ITV Films Limited	15/06/2004
ITV Gold Limited	18/06/2001
ITV Interactive Limited	15/06/2004
ITV Kids Limited	06/01/2006
ITV Media Limited	15/06/2004
ITV Movies Limited	15/06/2004
ITV Name Protection Limited	05/10/2005
ITV Online Limited	15/06/2004
ITV Play Limited	30/01/2004
ITV Production Limited	28/10/2005
ITV Select Limited	15/06/2004
ITV Services Limited	17/08/2004
ITV Sport Limited	30/01/2004
ITV Talent Limited	10/09/2004
ITV Ventures Limited	15/06/2004
ITV Video Limited	15/06/2004
ITV Worldwide Limited	28/10/2005
ITV10 Limited	24/10/2005
ITV3 Limited	30/01/2004
ITV4 Limited	30/01/2004
ITV6 Limited	24/10/2005
ITV7 Limited	24/10/2005
ITV8 Limited	24/10/2005
ITV9 Limited	24/10/2005
JMAPS Limited	28/05/2004
Junewell Investment Company Limited	30/01/2004
Link Electronics (Sales) Limited	30/01/2004
Link Electronics Limited	30/01/2004
Lipman Management Resources Limited	30/01/2004
LWT Productions Limited	31/03/2002
Marco Polo Properties Limited	12/11/2002
Meridian Music Services Limited	18/06/2001
Miles 33 (Publishing) Limited	30/01/2004
Morning TV Ltd	18/08/2004
Moving Picture Company Films Limited	30/01/2004
Music Services Limited	10/08/2004
ONdigital Limited	30/01/2004
Pak Choi Limited	30/01/2004
Paper Mask Limited	31/12/2002
Paradigm (Worldwide) Limited	17/08/2004
Partridge Films Limited	18/06/2001
Partridge Productions Limited	18/06/2001
Planet Wild Productions Limited	28/10/2005

Helen Jane Tautz

Directorships Report

Company Name	Appointed
President Films Limited	30/01/2004
Pro-Vision Facilities Limited	23/07/2002
Quality Data Preparation Limited	30/01/2004
Screenvision Cinema Advertising Limited	30/01/2004
Screenvision Media Limited	30/01/2004
SelectTV Cable Limited	28/07/2005
Servicepoint Limited	17/08/2004
Signpost Limited	22/03/2006
Skyscan Satellite Television Limited	30/01/2004
Solentech Limited	14/12/2005
South Bank Television Holdings Limited	17/10/2005
Survival Anglia Limited	18/06/2001
Templecrest Art Limited	30/01/2004
The CITV Channel Limited	15/04/2004
The Direct Television Company Limited	30/01/2004
The Leeds Studios Limited	27/06/2000
The London Studios Limited	28/05/2004
The London Television Company Limited	30/04/2004
The Manchester Studios Limited	27/06/2000
The Property Race Properties Limited	27/06/2000
The Time Exchange Broadcast Services Limited	28/09/2004
TSMS Group Limited	18/06/2001
TSMS Limited	18/06/2001
TSMSi Limited	18/06/2001
UK Direct TV Limited	30/01/2004
Ultimate Television Limited	30/01/2004
United Broadcasting & Entertainment Limited	18/06/2001
Universal Colour Laboratory Limited	30/01/2004
Woman in White Films Limited	30/01/2004
WWW.Com Europe Limited	30/01/2004
Zebedee North Limited	30/01/2004

Eleanor Kate Irving

Directorships Report

Directorships

Company Name	Appointed
A.C.E. (1988) Limited	07/04/2005
Anglia Television Distribution Limited	17/08/2004
Angliatv.com Limited	17/08/2004
ATE Investment Holdings Limited	17/08/2004
C.D.S.S. Limited	07/04/2005
Carlton & Co. Limited	07/04/2005
Carlton (Biggin Hill) Limited	07/04/2005
Carlton 021 Limited	07/04/2005
Carlton Active Limited	07/04/2005
Carlton Aesop Trustee Limited	07/04/2005
Carlton Broadcast Facilities Limited	07/04/2005
Carlton Cable Limited	07/04/2005
Carlton Cinema Limited	07/04/2005
Carlton Content Holdings Limited	07/04/2005
Carlton Deep Sea Systems Limited	07/04/2005
Carlton Digital Sales Limited	07/04/2005
Carlton Electronics Limited	07/04/2005
Carlton Films Limited	07/04/2005
Carlton Finance Limited	07/04/2005
Carlton Food Network Limited	25/06/2004
Carlton Group Limited	07/04/2005
Carlton Home Entertainment Limited	07/04/2005
Carlton Hyperactive Limited	07/04/2005
Carlton International Media	15/10/2001
Carlton Media Group Limited	07/04/2005
Carlton Media Limited	07/04/2005
Carlton Music Limited	07/04/2005
Carlton Music Publishers Limited	07/04/2005
Carlton Online Limited	07/04/2005
Carlton Racing Limited	07/04/2005
Carlton Visual Entertainment Limited	15/10/2001
Carltonco 103	28/11/2005
Carltonco 110 Limited	07/04/2005
Carltonco 119 Limited	07/04/2005
Carltonco 120 Limited	30/11/2005
Carltonco 88 Limited	07/04/2005
Carltonco 89 Limited	07/04/2005
Carltonco 94 Limited	07/04/2005
Carltonco 99 Limited	07/04/2005
Carltonco Eighty-One Limited	07/04/2005
Carltonco Fifteen Limited	07/04/2005
Carltonco Fifty Limited	07/04/2005
Carltonco Forty Investments	28/11/2005
Carltonco Forty-Three Limited	07/04/2005
Carltonco Ninety-Six	25/06/2004
Carltonco Seventeen Limited	07/04/2005
Carltonco Seventy Limited	07/04/2005
Carltonco Seventy-Two Limited	25/06/2004
Carltonco Thirty-Five Limited	07/04/2005
Carltonco Thirty-Six Limited	07/04/2005
Central Productions Limited	07/04/2005
Complete Post Limited	07/04/2005
DBS UK Limited	07/04/2005

Eleanor Kate Irving

Directorships Report

Company Name	Appointed
Digital TV Limited	07/04/2005
Direct Television UK Limited	07/04/2005
DTV Limited	07/04/2005
Evergreen Film Productions Limited	07/04/2005
Genesis Film Productions Limited	09/11/2004
Granada (Heart) Limited	28/02/2003
Granada Nominees Limited	15/10/2001
Granada Petrol and Services Stations Limited	15/10/2001
Granada Rentertainment Limited	15/10/2001
Granada Studios Tour Limited	15/10/2001
Granada TV Rental Limited	15/10/2001
Hardman Radio Limited	15/10/2001
Harvest Entertainment Limited	25/06/2004
Home Box Office Limited	07/04/2005
ITV Books Limited	15/06/2004
ITV Channel Limited	15/06/2004
ITV Channels Limited	15/06/2004
ITV Cinema Limited	15/06/2004
ITV Commercial Limited	28/10/2005
ITV Consumer Services Limited	07/04/2005
ITV Dotcom Limited	15/06/2004
ITV Films Limited	15/06/2004
ITV Gold Limited	17/08/2004
ITV Interactive Limited	15/06/2004
ITV Kids Limited	06/01/2006
ITV Media Limited	15/06/2004
ITV Movies Limited	15/06/2004
ITV Name Protection Limited	05/10/2005
ITV Online Limited	15/06/2004
ITV Production Limited	28/10/2005
ITV Select Limited	15/06/2004
ITV Sport Limited	07/04/2005
ITV Ventures Limited	15/06/2004
ITV Video Limited	15/06/2004
ITV Worldwide Limited	28/10/2005
ITV10 Limited	24/10/2005
ITV3 Limited	07/04/2005
ITV4 Limited	07/04/2005
ITV6 Limited	24/10/2005
ITV7 Limited	24/10/2005
ITV8 Limited	24/10/2005
ITV9 Limited	24/10/2005
Junewell Investment Company Limited	07/04/2005
Link Electronics (Sales) Limited	07/04/2005
Link Electronics Limited	07/04/2005
Lipman Management Resources Limited	07/04/2005
Miles 33 (Publishing) Limited	25/06/2004
Moving Picture Company Films Limited	07/04/2005
N.S.S. Productions Limited	06/12/2005
Newton & Ridley (Ales) Limited	31/12/2002
ONdigital Limited	07/04/2005
Pak Choi Limited	25/06/2004
President Films Limited	07/04/2005
Pro-Vision Facilities Limited	14/12/2005
Quality Data Preparation Limited	25/06/2004

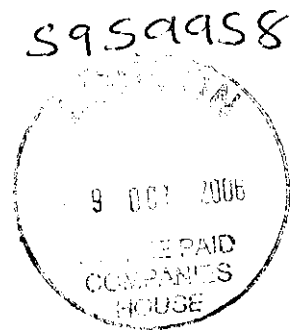
Eleanor Kate Irving

Directorships Report

Company Name	Appointed
Screenvision Cinema Advertising Limited	07/04/2005
Screenvision Media Limited	07/04/2005
Signpost Limited	22/03/2006
Skyscan Satellite Television Limited	07/04/2005
Solentech Limited	14/12/2005
Templecrest Art Limited	25/06/2004
The CITV Channel Limited	28/05/2004
The Direct Television Company Limited	07/04/2005
The Leeds Studios Limited	15/10/2001
The London Television Company Limited	30/04/2004
The Manchester Studios Limited	15/10/2001
The Property Race Properties Limited	15/10/2001
UK Direct TV Limited	07/04/2005
Ultimate Television Limited	07/04/2005
Universal Colour Laboratory Limited	07/04/2005
Woman in White Films Limited	07/04/2005
WWW.Com Europe Limited	25/06/2004
Zebedee North Limited	07/04/2005

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION
OF

ITV BROADCAST LIMITED

-
- 1 The Company's name is "ITV Broadcast Limited".
 - 2 The Company's registered office is to be situated in England.
 - 3 The Company's objects are:-
 - a) To carry on any business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.
 - b) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.



- c) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- d) To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- e) To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- f) To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
- g) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- h) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- i) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the

uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

- j) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- k) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- l) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- m) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- n) To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- o) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which

may be considered likely directly or indirectly to further the interests of the Company or of its members.

- p) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.
- q) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

- r) (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and;
- (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.
- s) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- t) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.

- u) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4 The liability of the members is limited.
- 5 The Company's share capital is £1,000,000,000 divided into 1,000,000,000 shares of £1 each and the Company shall have the power to divide the original or any increased capital into several classes and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum, and agree to take the number of shares shown opposite our name.

Name and Address of Subscriber

Number of Shares Taken

Granada Media Limited
The London Television Centre
Upper Ground
London SE1 9LT

Two

Signed:



ELEANOR IWING
COMPANY SECRETARY

For and on behalf of Granada Media Limited

Witness to the above signature



Name:

BEN MATTHEWS

Address:

LITTLE FARM, WINDSOR RD
EGHAM, SURREY TW20 0AE

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF**

ITV BROADCAST LIMITED

PRELIMINARY

1. Table A

The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

2. Authorised Share Capital

The share capital of the Company at the date of the adoption of these Articles is £1,000,000,000 divided into 1,000,000,000 Ordinary Shares of £1 each.

- 3 All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

4. Written Resolutions

In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as extended) shall apply mutatis mutandis to resolutions in writing of any class of members of the Company.

5. Proxies

An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting, or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. The instrument shall, unless the contrary is stated thereon, be valid for any adjournment of the meeting as well as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be

delivered for the purposes of any subsequent meeting to which it relates. Regulation 62 shall not apply.

SINGLE MEMBER COMPANY

6. If at any time, and for as long as, the company has a single member, all provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

NUMBER OF DIRECTORS

7. The Directors shall not be less than one in number. Regulation 64 shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

8. (a) The Directors may delegate any of their powers or discretions (including, without prejudice to the generality of the foregoing, all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to :-
- (i) committees consisting of one or more Directors; and
 - (ii) one or more other named person or persons to be co-opted as hereinafter provided, if thought fit.

This power is in addition to the powers to delegate contained in Regulation 72.

- (b) Insofar as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the Directors of the power or

discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee, but so that:-

- (i) the number of members who are not Directors shall be less than one-half of the total number of members of the committee; and
- (ii) no resolution of the committee shall be effective unless passed by a majority including at least one member of the committee who is a Director. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

9. The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

10. The office of a Director shall be vacated:-
- (i) in any of the events specified in Regulation 81;
 - (ii) if he shall in writing resign;
 - (iii) if he shall be removed from office by notice in writing signed by all his co-Directors (being at least two in number), but, if he holds an appointment to an executive office which thereby automatically determines, such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim

for damages for breach of any contract of service between him and the Company.

REMUNERATION OF DIRECTORS

11. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors in their absolute discretion may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

12. On any matter in which a director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

TELEPHONE BOARD MEETINGS

13. All or any of the Directors may participate in a meeting of the Board of Directors, or any committee of the Directors, by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear each other. A person so participating and who would be entitled to attend a meeting of the board, or any committee of the Directors, and to vote and count in the quorum thereat shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those so

participating is assembled or, if there is no such group, where the person or persons participating in the meeting and carrying the largest number of voting rights exercisable at the meeting is or are present, or if no such person is, or persons are, present, where the Chairman of the meeting is present and the word "meeting" shall be construed accordingly.

THE SEAL

14. If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

DIVIDENDS

15. Subject to the provisions of the Act, the Directors may declare interim and final dividends and Regulation 103 of Table A shall apply to the Company. Regulation 102 of Table A shall not apply to the Company.

INDEMNITY

16. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties,

served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

Name and Address of Subscriber

Number of Shares Taken

Granada Media Limited
The London Television Centre
Upper Ground
London SE1 9LT

Two

Signed:



ELEANOR IWING
COMPANY SECRETARY

For and on behalf of Granada Media Limited

Date: 4/10/06

Witness to the above signature



Name:

BEN MATTHEWS

Address:

11 THE FARM, WINDSOR
BATH, AVON, BA2 0AE