

Number of Company 6069140

THE COMPANIES ACT 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF

CHANNEL 4 RADIO SERVICES LIMITED

PURSUANT TO S381A OF THE COMPANIES ACT 1985

Dated **29** March 2007

We, the undersigned, being the sole member of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held -

SPECIAL RESOLUTION

THAT the Company adopt new Articles of Association (the "**New Articles**") in the form attached to this Resolution and initialled by the Chairman for the purposes of identification

Signed


For and on behalf of
Channel 4 Radio Limited

THURSDAY



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THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
NEW ARTICLES OF ASSOCIATION
OF
CHANNEL 4 RADIO SERVICES LIMITED

(Adopted by Written Resolution passed on 29 March 2007)

1 INTERPRETATION

- 1 1 In these Articles the expression "**Table A**" means 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
- 1 2 Save as otherwise provided in these Articles, words and expressions which have particular meanings in Table A shall have the same respective meanings in these Articles
- 1 3 Wherever in Table A or in these Articles any notice, resolution or other document is required to be signed by any person the reproduction of the signature of such person by means of telex print-out or facsimile copy shall be fully sufficient, provided that such notice, resolution or document shall within 14 days be confirmed to the recipient by writing signed in manuscript by such person
- 1 4 In Table A and in these Articles, references to writing shall include any method of representing or reproducing words in a legible and non-transitory form
- 1 5 References herein to Articles are to the numbered paragraphs of these Articles and to Regulations are to the regulations of Table A
- 1 6 Headings to Articles and the use of underlining is for convenience only and shall not affect the interpretation hereof
- 1 7 Where the context permits, words in these Articles importing the singular include the plural and vice versa, references to persons include bodies corporate, unincorporate associations and partnerships and words importing any gender include the other genders



- 1 8 If at any time the Company shall have one member only, any provision of these Articles which refers to more than one member shall be read as referring to one member only and these Articles shall be interpreted accordingly and any written record of any decision by that one member in relation to decisions which may be taken by the Company in general meeting shall have effect as if it were a resolution of a meeting duly held

2 ADOPTION OF TABLE A

- 2 1 The Company is a private company The Regulations contained in Table A shall (except where they are excluded or modified by these Articles) apply to the Company and, together with these Articles, shall constitute the Articles of the Company
- 2 2 Subject to Article 2 1, no regulations scheduled to any statute concerning companies shall apply to the Company

3 SHARE CAPITAL

- 3 1 No shares shall be issued or transferred except in accordance with the terms of a written authorisation from the Channel Four Television Corporation (hereinafter called the "**Corporation**") and the Directors shall, subject to its being duly stamped, forthwith register any transfer so authorised Regulation 24 shall not apply
- 3 2 The instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee) and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof Regulation 23 shall not apply

4 REDEEMABLE SHARES

Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the shareholder Regulation 3 shall not apply to the Company

5 LIEN

The lien conferred by Regulation 8 shall attach also to fully paid-up shares 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 indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of

two or more joint holders, for all moneys presently payable by him or his estate to the Company Regulation 8 shall be modified accordingly

6 CALLS

The liability of any person in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

7 GENERAL MEETINGS AND RESOLUTIONS

7 1 In Regulation 115 in the second sentence "48 hours" shall be deleted and "24 hours" shall be substituted therefor

7 2 No business shall be transacted at any meeting unless a quorum of members is present both at the time when the meeting proceeds to business and at the time when such business is transacted, members together holding not less than one half of the shares in issue and present in person, by proxy or by representative shall be a quorum Regulation 40 shall not apply For the purposes of these Articles one individual may constitute a meeting if he holds or is a proxy or a representative for the holders of not less than one half of the shares in issue In the event of the Company having only one member, that sole member shall pursuant to s 370A of the Act and whether present in person or by proxy, constitute a quorum for the purposes of these Articles

7 3 In Regulation 41 the following words shall be added at the end "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand dissolved"

7 4 At any meeting a poll may be demanded by the chairman or by any member entitled to vote present in person or by proxy or representative, and Regulation 46 shall be modified accordingly

7 5 On a poll, votes may be given personally, by a representative or by proxy

8 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it

shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting Regulation 58 shall not apply to the Company

- 9 Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the Members of the Company entitled to receive notice of and attend and vote at a meeting of the Company or of any class of Members of the Company (which resolution may consist of two or more documents in the like form signed by or on behalf of one or more of the said Members) or a resolution to which every such Member has signified his approval in writing or by cable, telex or facsimile transmission shall be as valid and effectual as if it had been passed at a meeting of the Company or of such class of Members of the Company (as the case may be) duly called and constituted In the case of a corporation any such signature or approval may be given or signified on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative If the resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly Regulation 53 shall not apply to the Company

10 **PROXIES**

An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and in any usual or common form or in such other form as the Directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates The instrument appointing a proxy and any authority under which it is executed shall be deposited at the office of the Company, or immediately prior to the commencement of a general meeting or class meeting, with the Secretary or the chairman of that meeting Regulations 60, 61 and 62 shall not apply

11 **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 11 1 The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number
- 11 2 The Corporation may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being Any such appointment or removal shall be made in writing and shall take effect on and from the time at which it is lodged at the office of the Company

11 3 The Directors shall not be required to retire by rotation Accordingly Regulations 73 to 76 inclusive and 78 to 80 inclusive shall not apply to the Company, and Regulation 77 shall be modified by the omission of the words "(other than a director retiring by rotation at the meeting)"

11 4 There shall be no retiring age for Directors, and section 293 of the Act shall not, if otherwise applicable, apply to the Company

12 **DISQUALIFICATION OF DIRECTORS**

The office of a Director shall be vacated if

- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director,
- (b) he becomes bankrupt or enters into any arrangement or composition with his creditors generally,
- (c) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs,
- (d) he resigns his office by notice in writing to the Company delivered to the Company at the office or tendered at a meeting of the Directors,
- (e) having for more than 6 months been absent without permission of the Directors from meetings of the Directors held during that period the Directors shall resolve that he has by reason of such absence vacated office,
- (f) he is requested in writing by all the other Directors to resign,
- (g) if in the case of a Director who holds an executive office, his appointment as such is terminated or expires and the Directors resolve that he ceases to be a Director, or
- (h) he is removed from the office of Director in accordance with Article 11 2, and Regulation 81 shall not apply to the Company

13 Regulations 65 to 69 inclusive shall not apply to the Company

14 **POWERS AND DUTIES OF DIRECTORS AND RESOLUTIONS**

14 1 Notice of a meeting of the Directors need not be in writing

14 2 Without prejudice to any obligation arising under the Act, a Director who is in any way directly or indirectly interested in any matter that is brought up for consideration at a meeting of the Board shall disclose the nature of his interest to the meeting, and, where such a disclosure is made

(a) the disclosure shall be recorded in the minutes of the meeting, and

(b) (subject to Article 14 3) the Director shall not take any part in any deliberation or decision of the Board or of any committee of the Board, with respect to that matter

and Regulation 94 shall not apply

14 3 The restriction in Article 14 2(b) may at any time be suspended or relaxed to any extent and either generally or in relation to a particular matter by a written authorisation of the Corporation

14 4 For the purposes of Article 14 2, a general notification given at a meeting of the Board by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any matter involving that company or firm shall be regarded as a sufficient disclosure of his interest in relation to any such matter

14 5 A Director need not attend in person at a meeting of the Board in order to make a disclosure which he is required to make under Article 14 2 if he takes reasonable steps to secure that the disclosure is made by a notice which is taken into consideration and read at the meeting

14 6 In this Article 14 references to a meeting of the Board include references to a meeting of a committee of the Board

14 7 The validity of any proceedings of the Company shall not be affected by any failure to comply with the requirements of this Article 14

14 8 The Corporation may from time to time appoint one of the Directors as the Chairman of the Company and may remove any such Chairman and appoint another in his place Any such appointment or removal shall be made in writing and shall take effect on and from the time on which it is lodged at the office of the Company

14 9 If the Chairman of the Company is not present at any meeting of the Directors the Directors present may elect one of their number to act as Chairman of the meeting

- 14 10 Any one or more Directors may participate in a meeting of the Directors or of any committee appointed under Regulation 72 by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall for all purposes be deemed to constitute presence in person at such meeting. 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 of the meeting then is.
- 14 11 Any Director who ceases to be a Director at any meeting of the Directors may continue to be present and to act as a Director and be counted in the quorum until the termination of the meeting if no other Director objects and if otherwise a quorum of Directors would not be present.
- 14 12 A resolution in writing signed by all the Directors entitled to notice of a meeting of the Directors or by all the members of a Committee for the time being (which resolution may consist of two or more documents in the like form each signed by one or more of the said Directors or the said members of such Committee) or a resolution to which every such Director or every such member of the Committee has signified his approval in writing or by cable, telex or facsimile transmission shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee (as the case may be) duly called and constituted.
- 14 13 The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time Directors or other officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such persons.
- 14 14 The Directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid, or of its members, and make, pay, provide for or grant payments to or towards the insurance

of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object

14 15 The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company

14 16 The Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

14 17 Regulation 87 shall not apply to the Company

14 18 The Directors may with the prior written authorisation of the Corporation exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and assets (both present and future) and uncalled capital or any part thereof, and, subject to the provisions of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

15 **SEAL**

In addition to the provisions of Regulation 101 for use of the seal, a document signed by a Director and the Secretary or by two Directors of the Company, and expressed, in whatever form of words, to be executed by the Company shall have the same effect as if it were executed under the Common Seal of the Company, and a document so executed which (i) is intended by the persons making it to be a deed, and (ii) makes that fact clear on its face, in whatever form of words, shall have effect upon delivery as a deed

16 **NOTICES**

Any notice required by Table A of these Articles to be given by the Company may be given by any visible and non transitory form including telex and facsimile and a notice communicated by such forms of immediate transmission shall be deemed to be given on the first business day following such transmission Regulations 111 and 112 shall be amended accordingly

17 DIVISION IN SPECIE

If, on a winding up, there is a division among the shareholders in specie of the whole or any part of the assets of the Company, the liquidator shall have regard to and give effect to any agreement between the shareholders as to the proportions in which such assets shall be divided between them and Regulation 117 shall be amended accordingly

18 INDEMNITY

18 1 Subject to the provisions of and so far as may be permitted by the Act, every Director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court and, subject to and so far as aforesaid, no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto Regulation 118 shall not apply to the Company

18 2 The Directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in section 310(1) of the Act

19 GENERAL

Any written appointment, removal or authorisation to be made in writing by the Corporation for the purposes of these Articles shall be effective if given under the hand of the Chairman or the Deputy Chairman or the Secretary of the Corporation