

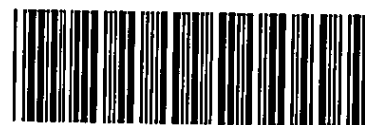
No 2812891

The Companies Act 1985

- and -

The Companies Act 2006

FRIDAY



\*A336KRF5\*  
A37 07/03/2014 #35  
COMPANIES HOUSE

Private Company Limited by Shares

**THE OBSERVER LIMITED**

**RESOLUTIONS IN WRITING OF THE MEMBERS**

Passed *5 March* 2014

The Company is a private company formed and registered before 1 October 2009 and, as such, is required to pass a resolution to take the benefit of section 550 of the Companies Act 2006 which provides that the directors of a private company with one class of shares are not required to seek prior authority from members to allot shares in the Company.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed, in each case as a special resolution

**RESOLUTIONS**

- 1 That the regulations contained in the document a copy of which has been initialled by each of the members for the purpose of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association including any provisions of the Memorandum of Association which would otherwise be treated as provisions of the Articles of Association by virtue of section 28 of the Act
- 2 That the directors of the Company be authorised to allot shares in the Company, or to grant rights to subscribe for, or to convert any security into, shares in the Company pursuant to section 550 of the Act as a private company with one class of share
- 3 That, in accordance with section 569 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the Act) as if section 561 of the Act did not apply to any such allotment.

Circulation date *5 March* 2014 (the "Circulation Date")

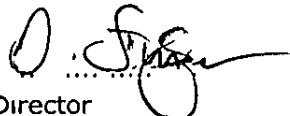
**Please read the accompanying notes before signifying your agreement to any of the resolutions.**

We the undersigned, being the sole member of the Company entitled on to vote on the resolutions set out above at the Circulation Date, hereby irrevocably agree to the said resolutions.

*Signature*

*Number and class of  
shares held*

*Date*

  
Director  
for and on behalf of  
Guardian Media Group plc

2 ordinary shares of £1  
each

5 March 2014

**Notes:**

- 1 If you agree with the resolutions above, please sign and date this document where indicated above and return it to the Company using one of the following methods
  - By Hand to the Company at PO Box 68164, Kings Place, 90 York Way, London N1P 2AP marked "For the attention of Philip Tranter", OR
  - By Post to the Company at PO Box 68164, Kings Place, 90 York Way, London N1P 2AP marked "For the attention of Philip Tranter"
- If you do not agree to the resolutions above, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 The resolutions will lapse unless, within 28 days of the Circulation Date, the required majority of members have signified their agreement to them For your agreement to the resolutions to be valid, it must be received by the Company on or before that date
- 4 In the case of joint holders of shares, only one need sign The vote of the senior holder who tenders a vote will alone be counted by the Company and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of joint holdings
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document
- 6 As at the date of circulation of this resolution the issued share capital of the Company comprises

*Share Class*

*No of shares in issue*

Ordinary shares of £1 each

2

**Pursuant to section 502(1) Companies Act 2006 in the case of a private company, if the Company has auditors, the auditors are entitled to receive all communications relating to written resolutions as are required to be provided to a member of the company.**

THE COMPANIES ACT 1985

- and -

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

**THE OBSERVER LIMITED**

(Adopted by special resolution passed 5 March 2014)

Incorporated 27 April 1993

No. 2812891

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THE COMPANIES ACT 1985

- and -

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

**THE OBSERVER LIMITED**

(Adopted by special resolution passed 5 March 2014)

**1 PRELIMINARY**

1.1 In these Articles.

1.1.1 the following expressions shall have the meanings respectively ascribed

"Act" the Companies Act 2006;

"Board" the Board of Directors of the Company or (where the context permits) a duly authorised committee thereof,

"Model Articles" the Model Articles for private companies limited by shares set out in Schedule 1 of the Companies (Model Articles) Regulations 2008 (as amended by the Mental Health (Discrimination) Act 2013),

"Parent Company" Guardian Media Group plc (company number 94531);

1.1.2 references to any provision of any statute or any statutory instrument shall include any provision from time to time amending, replacing or re-enacting the same.

1.2 The Model Articles shall, except as hereinafter provided and except insofar as the same are inconsistent with these Articles, apply to the Company.

**2. DIRECTORS**

2.1 The number of directors need not exceed one. If and so long as there shall be a sole director he shall be entitled to exercise all the powers, authorities and discretions expressed by these Articles to be vested in the directors generally

2.2 Subject to the provisions of sections 177 and 182 of the Act, a Director may be interested, directly or indirectly, in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company or in which the

Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated for it. Subject to Articles 2.3 and 2.4 in relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Article 14 of the Model Articles shall not apply to the Company.

2.3 Article 2.2 is without prejudice to the duty imposed on Directors under section 175 of the Act Provided that the Board may authorise any matter proposed to it by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest

2.4 Where the Board authorises a conflict of interest in accordance with Article 2.3, it may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:

2.4.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the conflict of interest,

2.4.2 is not given any documents or other information relating to the conflict of interest;

2.4.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Board in relation to any resolution relating to the conflict of interest.

2.5 Paragraph (d) of Article 18 of the Model Articles shall not apply to the Company

2.6 In addition to the circumstances provided for by Article 18 of the Model Articles (other than Regulation 18(d) which does not apply to the Company) the office of a Director shall be vacated if the Director is removed from office pursuant to Article 7

### **3 PROCEEDINGS OF DIRECTORS**

3.1 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit.

3.2 The Board may dispense with the keeping of attendance books for meetings of the Board or of committees of the Board.

### **4. SHARE CAPITAL**

4.1 Save to the extent permitted by Article 21 of the Model Articles, no shares may be issued which are not fully paid up at the time of their issue

4.2 Save as permitted by law, nothing in this Article 4 shall authorise the allotment or issue of shares in the Company at a discount

- 4 3 No share may be issued which is redeemable or liable to be redeemed at the option of the Company or the Shareholder. Article 22 of the Model Articles shall not apply to the Company.

## 5 **DIVIDENDS**

- 5.1 Dividends may be declared and paid in respect of any one class or sub-class of share without any obligation to declare or pay any dividend on any other class or sub-class of share

## 6 **PROCEEDINGS AT GENERAL MEETINGS**

- 6 1 It shall not be necessary to give notice of general meetings to any member of the Company who has not consented to documents and information being sent by the Company in electronic form (as permitted by sections 1143 and 1144 of the Act) and who has not provided a postal address in the United Kingdom, or to any member who has consented or is deemed to have consented to electronic communication by the Company but has not provided the Company with a valid email address.
- 6 2 No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Notwithstanding anything in these Articles or in the Model Articles, if and for so long as there shall be a single member of the Company the quorum shall be one member present in person or by proxy or, in the case of a corporation, by representative.
- 6.3 If a quorum is not present within half an hour from the time appointed for any general meeting or if during any such meeting a quorum ceases to be present (other than by reason of the temporary absence of any person or persons) the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum. Articles 41(1), (4) and (5) of the Model Articles shall not apply.
- 6 4 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman, any Director or by any member present in person or by proxy and entitled to a vote. Article 44 of the Model Articles shall be modified accordingly.
- 6 5 Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **7 OVER-RIDING PROVISIONS**

7.1 Whenever the Parent Company shall be the holder of not less than 51 per cent. in nominal value of the issued shares in the Company the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles.

7 1 1 the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that his removal from office shall be deemed to be 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,

7.1.2 no Director shall be appointed or shall be removed without the prior consent of the Parent Company,

7 1 3 no remuneration, fees or other benefits payable to any executive director shall be fixed without the prior consent of the Parent Company;

7.1.4 no shares shall be issued or agreed to be issued or put under option or otherwise disposed of without the prior written consent of the Parent Company, and

7 1 5 any or all powers of the Board shall be restricted in such respect and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

7 2 Any appointment, removal, consent or notice as provided in Article 7 1 and any other consent given for the purposes of these Articles shall be in writing 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 (if any) 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 Board 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 Board.

## **8. INVALIDITY**

8.1 The invalidity or unenforceability for any reason of any provision of these Articles shall not affect the validity of the remainder of these Articles which shall continue in full force and effect.