

Company number 3006948

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

EUROBELL (NO.3) LIMITED
(containing all amendments up to 18 March 1997)



1. The name of the Company is EUROBELL (NO.3) LIMITED*
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
 - (a) To carry on the business of an investment and holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deed constituting or securing any debentures, debenture stock or other securities or obligations; to establish, carry on, develop and

*The name of the Company changed from Eurobell (South West) Holdings Limited to Eurobell (No.3) Limited by Special Resolution of the Company dated 14th September 1998.

extend investments and holdings and to sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company.

- (b) To carry on all or any part of the businesses of building, purchasing, owning, operating, running, managing, redeveloping, acquiring, selling, dealing with or disposing of any telecommunication system of any kind; providing cable programme services, television and/or radio broadcasts by whatever means, restricted cable services, television services to closed user groups and sending sounds visual images or any other type or form of message, data or signal by any known method by any available means and obtaining any necessary licences permissions or authorities in connection therewith; acquiring, producing, distributing, exhibiting, selling and supplying or otherwise disposing of material capable of forming television broadcasts or cable programme services for dissemination by whatever means whether by the Company or by any other entity and the obtaining of all necessary licences, authorities and permissions in connection therewith; the manufacture, maintenance, construction and development of all kinds of telegraph, telecommunication, telephone, radio and other forms of electronic or electrical contrivances or systems used for the conveyance of messages by whatever means and the obtaining of all necessary licences, authorities or permissions in connection therewith; making, selling, hiring, buying, installing, erecting, maintaining and repairing and operating telephone, telegraph, radio, television, sound and visual recording and production machinery, computers and electronics and/or electrical and mechanical apparatus and equipment and fittings; electronic, electrical, radio, television, computer, mechanical and civil engineers; producers and promoters of all kinds of entertainment, amusement or educational material which may whether directly or indirectly provide material for television programmes howsoever disseminated; dealers in copyright and works of materials; providers of burglar alarms, security systems and all other security services provided by whatever means; to construct, build, manage and lease cable systems not owned by the Company; civil engineers, installers, connectors, designers and constructors of telecommunication systems on behalf of others; providers of billing, financial, consultancy, marketing and other services in the fields of cable television and telecommunications; to act as merchants generally; and to acquire and hold controlling and other interests in the share or loan capital of any company or companies and to provide financial, managerial and administrative advice, services and assistance for any company in which the Company is interested and for any other company.
- (c) To purchase, take on lease, exchange, or otherwise acquire, sell and deal in land, buildings, houses, easements, concessions, in any part of the world and any estate or interest or right therein, including freehold or leasehold ground rents, reversions, mortgages, charges and annuities; to develop any property of the Company by improving land, preparing building sites and

by constructing, altering, improving, decorating, furnishing and maintaining houses, offices, flats, factories, warehouses, shops, wharves, buildings, works, roads, bridges, and structures of all kinds or in any other way; to alter, improve, extend, add to, rebuild, replace, or repair any buildings, structures or other property of the Company; to sell, demise, let or grant licences in respect of the whole or any part of the property of the Company on such terms as the Company shall determine, and to manage and maintain land, buildings and other property whether belonging to the Company or not, and to collect rents and income and to supply tenants, occupiers or licensees, whether of the property of the Company or not and others with meals, refreshments, power, light, gas, heat, water and any other services.

- (d) To carry on any other trade or business whatsoever which may, in the opinion of the directors, be capable of being conveniently or advantageously carried on in connection with or as ancillary to any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (e) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (g) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- (h) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (i) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company or in whose businesses or undertakings the Company is interested.

- (j) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits of every kind to or for the benefit of any individuals who are or have been directors or employees of, or who provide or have provided services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company and to or for the benefit of the spouses, families and dependants of such individuals; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (k) To support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable, political or public body or association.
- (l) To lend money on any terms that may be thought fit and to give any guarantee that may be deemed expedient.
- (m) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
- (n) To guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance, or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital.
- (o) To establish or promote, or join in the establishment or promotion of any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (p) To amalgamate with any other company.
- (q) To sell, transfer or otherwise dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or

obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, create or grant any interest or right out of, turn to account or otherwise deal with all or any part of the undertaking, assets and liabilities of the Company.

- (r) Solely or jointly with others to undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, director, agent, attorney, or nominee of, or for any person, company, corporation, association, scheme, trust fund, or other body politic or corporate and to undertake and execute any trust or discretion and for such purposes to hold, deal with, manage, direct the management of, buy, sell, exchange or otherwise dispose of or acquire any right or interest in or over any real or personal property of any kind whatsoever and to undertake and carry on any business undertaking or transaction.
- (s) To give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company.
- (t) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or security of the Company.
- (u) To distribute any of the Company's property or assets among the members in specie.
- (v) To cause the Company to be registered or recognised in any foreign country.
- (w) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, factor or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees, factors or otherwise.
- (x) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
- (y) To exercise any power of the Company for any consideration of any kind or for no consideration.

And it is hereby declared that the word "company" in this Clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph,

be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,430,042 divided into 1,430,042 ordinary shares of £1 each.¹

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The initial share capital of the Company was £600,142 divided into 420,100 'E' ordinary shares of £1 each and 180,042 'S' ordinary shares of £1 each.

By special resolution dated 18 March 1997, all the issued shares in the Company were redesignated as ordinary shares of £1 each. By ordinary resolution dated 18 March 1997, the share capital of the Company was increased to £1,430,042 by the creation of a further 829,900 ordinary shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of shares taken by
each subscriber

Andrew Morris Blankfield
East India House
109-117 Middlesex Street
London
E1 7JF

One "E" ordinary share of £1

Solicitor

Edward Peter Opgard Mercer
East India House
109-117 Middlesex Street
London
E1 7JF

One "S" ordinary share of £1

Solicitor

DATED the 16th day of December 1994

WITNESS to the above signatures:-

Alison J. Hollingsworth
East India House
109-117 Middlesex Street
London E1 7JF

Trainee Solicitor

Company number
3006948

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION

of

EUROBELL (NO.3) LIMITED*

(adopted by special resolution
passed on 18 March 1997)

PRELIMINARY

1. In these Articles:
 - (a) The "Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
 - (b) "Table A" means the regulations contained in Table A as defined in Section 8 of the Act.
 - (c) Except where otherwise specifically provided any reference to a "regulation" is a reference to a regulation contained in Table A.
2. Regulations 2, 8, 24, 53, 69, 73 to 80 inclusive, 94 to 97 inclusive, 115 and 118 shall not apply to the Company but otherwise the regulations contained in Table A shall apply subject to the modifications and additions made by these Articles.

INTERPRETATION

3. In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders, words importing persons include corporations and the expression "paid up" includes credited as paid up.

*The name of the Company changed from Eurobell (South West) Holdings Limited to Eurobell (No.3) Limited by Special Resolution of the Company dated 14th September 1998.

SHARE CAPITAL

4. (a) The directors are generally and unconditionally authorised for the purposes of section 80 of the Act at any time or times during the period of five years from the date of the adoption of these Articles to allot, or to grant any right to subscribe for or to convert any security into, shares in the authorised share capital of the Company at that date.

(b) At the expiry of the period of five years, the authority contained in paragraph (a) shall expire, but the Company may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

(c) Section 89(1) of the Act is excluded.
5. Regulation 2 shall not apply. Subject to the provisions of the Act and of these Articles and without prejudice to any rights attached to shares already issued any share may be issued with such rights or restrictions attached and upon such terms and conditions as the directors shall in their absolute discretion determine.
6. For the purposes of regulation 3 the terms and conditions for the redemption of redeemable shares shall be determined by the directors at the time of issue and shall be such and determined in such manner as the directors in their absolute discretion think fit.

LIEN

7. Regulation 8 shall not apply. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share 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 member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to any amount payable in respect of it including all dividends payable thereon.

TRANSFER OF SHARES

8. The transferor of a share shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.
9. Regulation 24 shall not apply. The directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

10. The minimum number of persons required to form a quorum shall be one (being a member or a proxy for a member or a duly authorised representative of a corporation) and regulation 40 shall be amended accordingly.
11. (a) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (i) to hear each of the other participating members addressing the meeting; and
 - (ii) if he so wishes, to address all of the other participating members simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether or not such equipment is available when this Article is adopted) or by a combination of those methods.
- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (d) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 shall be amended accordingly.
- (e) References in this Article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.
12. (a) Regulation 53 shall not apply. A resolution in writing signed by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This Article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act.

- (b) Paragraph (a) shall apply as if the word "signed" included "approved by letter, facsimile or telex".

VOTES OF MEMBERS

13. A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50. Regulation 54 shall be amended accordingly.

ALTERNATE DIRECTORS

14. (a) Regulations 65 to 68 inclusive shall apply and an alternate director may also be removed from office by notice to the Company given by the co-directors of the director who appointed him.
- (b) Regulation 69 shall not apply. An alternate director shall be deemed to be a director for the purposes of Articles 15 and 27 and regulations 38, 44 and 65 to 68 inclusive but for no other purposes.
- (c) An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

APPOINTMENT AND RETIREMENT AND REMOVAL OF DIRECTORS

15. At any time and from time to time a member or members holding a majority in nominal amount of the issued ordinary shares for the time being of the Company shall have power (without prejudice to the powers of the directors under Article [18]) to appoint any person or persons as director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or, in the case of a member being a company, signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company, and such instrument may consist of several instruments in the like form each executed by or on behalf of one or more members.
16. No director shall be required to vacate his office by reason of his attaining the age of seventy years or any other age.
17. The directors shall not be required to retire by rotation. Regulations 73 to 75 inclusive and the last sentence of regulation 84 shall not apply.
18. The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.

DIRECTORS' APPOINTMENTS AND INTERESTS

19. Regulations 84 and 85 shall apply to directors (but not to alternate directors) subject to the following modifications:
 - (a) Without prejudice to the generality of regulation 84 a director may act by himself or his firm in a professional capacity to the Company (except that of auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.
 - (b) Without prejudice to the provisions of regulation 85(b), a director may also exercise the voting power conferred by shares in any other body corporate in any manner and in all respects as he thinks fit, including the exercise thereof in favour of any resolution appointing him or any of the other directors a director or officer or employee of such other company or voting or providing for the payment of remuneration to the director or officer or employee of any other body corporate.
20. Without prejudice to the generality of regulation 86(a) a general notice to the directors by a director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such director shall give the same at a meeting of the directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement for the purposes of regulation 85 and after such general notice is given it shall not be necessary to give any further notice relating to any particular contract, matter or arrangement with such firm or company.

PROCEEDINGS OF DIRECTORS

21. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulations 66 and 88 shall be amended accordingly.
22. The chairman shall not have a second or casting vote. The penultimate sentence of Regulation 88 shall be deleted.
23. Regulation 93 shall apply as if the word "signed" included "approved by letter, facsimile or telex".
24. Regulations 94 to 97 inclusive shall not apply. A director may as a director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way directly or indirectly interested, and whether or not his interest or duty in respect thereof does or may conflict with the interests of the Company or his duty to the Company.

25. (a) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
- (i) to hear each of the other participating directors addressing the meeting; and
 - (ii) if he so wishes, to address all of the other participating directors simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether or not such equipment is available when this Article is adopted) or by a combination of those methods.
- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum.
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

NOTICES

26. (a) For the purposes of regulation 111 "writing" shall include a telex or facsimile.
- (b) Regulation 112 shall apply as if the last sentence were deleted and regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
- (c) Regulation 115 shall not apply. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given and such notice shall be deemed effectively served 48 hours (five days if addressed overseas) after being put in the post prepaid by first class mail (airmail if addressed overseas), Saturdays, Sundays and public holidays at the place of receipt excepted. Proof that a telex was transmitted without interruption to the correct telex number and that a correct answerback code was received immediately before and after commencement of transmission shall be conclusive evidence that the notice therein was given, and it shall be deemed effectively served at the time of sending. Proof that a facsimile was transmitted to the correct number shall be conclusive evidence that the notice therein was given and shall be deemed effectively served at the time of sending. In all other circumstances the fact and time of receipt of a notice must be proved by the giver thereof. Regulation 112 shall be amended accordingly.

INDEMNITY

27. Every director, other officer or auditor of the Company shall, to the extent permitted by the Act, be indemnified out of the assets of the Company against any liability incurred by him in the execution of, or in relation to, his duties. This indemnity shall not apply to any liability to the extent that it is recovered from any other person and the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced. Subject to the Act, no director, other officer or auditor shall be liable for any loss, damage or misfortune which may happen to, or be incurred by, the Company in the execution of, or in relation to, his duties. This Article does not require the Company to purchase and maintain for any such officer or auditor insurance against any such liability, but does not restrict the Company from doing so. Regulation 118 shall not apply.