

Company number 03695399

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

19 MERCHANDISING LIMITED

(the "Company")

2 October 2016 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

1. THAT, pursuant to the Company's status as a debtor in the corporate reorganization proceedings in the United States Bankruptcy Court for the Southern District of New York under the Second Amended Joint Chapter 11 Plan of Reorganization for the Company's corporate group, dated as of 4 August 2016 (as amended, modified and/or supplemented from time to time), the articles of association of the Company are hereby amended in the following manner

The following wording shall be inserted at the beginning of Article 2:

"2 Subject to Article 2.4 below."

The following Article shall be inserted as a new Article 2 4

"2 4. Restriction on Issuance of Non-Voting Securities. The Company shall not allot or issue, and the Directors of the Company are prohibited from authorising any allotment or issuance of, any non-voting equity securities in the Company to the extent prohibited by Section 1123 of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") as in effect on the date of filing of these amended Articles of Association of the Company at Companies House, *provided*, however, that the foregoing (a) shall have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) shall have such force and effect, if any, only for so long as such section of the Bankruptcy Code is in effect and applicable to the Company, and (c) in all events may be amended or discharged in accordance with applicable law as from time to time may be in effect "

2. AND THAT the articles of association of the Company contained in the document attached hereto be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all the existing articles of association of the Company

THURSDAY



A08

A5H23M0A

06/10/2016

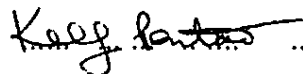
#278

COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the sole shareholder of the Company entitled to vote on the Resolution on the Circulation Date, HEREBY IRREVOCABLY AGREES to the Resolution

Signature: 

Print name Kelly Pontano

Director duly authorised for
and on behalf of.

19 Entertainment Limited

Date 2 October 2016

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it by one of the following methods,
 - 1.1 if you received the Resolution by e-mail by replying to that e-mail attaching a scanned copy of the signed and dated Resolution or by sending a scanned copy of the signed and dated Resolution to aroy@willkie.com, or
 - 1.2 by hand or post by delivering the signed and dated Resolution to Willkie Farr & Gallagher (UK) LLP, Citypoint, 1 Ropemaker Street, London EC2Y 9AW, marked "For the attention of Alexander Roy"
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 When agreement to the Resolution has been received from members representing 75% of the total voting rights, it will be deemed passed Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

19 MERCHANDISING LIMITED

PRELIMINARY

- 1 Subject to the exclusions, modifications and variations made by these Articles, the Regulations contained in Table A in the Companies Act (Tables A-F) Regulations 1985 as amended ("Table A") and in force on the date of the adoption of these Articles shall apply to the Company. Such Regulations (save as so excluded, modified or varied) and the Articles hereinafter contained shall be the Articles of the Company. Regulations 24, 25, 35, 46, 53, 60-62, 64-69, 73-77, 80, 81, 93-97, 101, 107 and 118 of Table A shall not apply to the Company. Words and expressions defined in the Companies Act 1985 as amended or extended by any other enactment ("the Act") shall, where consistent with the context, have the same meanings in these Articles.

ALLOTMENT OF SHARES

- 2 Subject to Article 2.4 below, The directors are generally authorised for the purposes of Section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof. The directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit, provided that
- 2.1 except as provided in sub-paragraph 2.2 of this Article, the authority given in this Article to the directors to exercise the power of the Company to allot shares shall expire five years after the date of adoption of these Articles,
- 2.2 the members of the Company in general meeting may by ordinary resolution -
- 2.2.1 renew the authority conferred by this Article (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to modify the duration of authority pursuant to Section 80A of the Act such resolution complying with the Act), but such resolution must state (or restate) the amount of shares which may be allotted

under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire,

- 2 2 2 revoke or vary any such authority (or renewed authority),
- 2 3 notwithstanding the provisions of sub-paragraphs 2 1 and 2 2 of this Article the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the directors may allot shares notwithstanding that such authority or renewed authority has expired
- 2 4 **Restriction on Issuance of Non-Voting Securities** The Company shall not allot or issue, and the Directors of the Company are prohibited from authorising any allotment or issuance of, any non-voting equity securities in the Company to the extent prohibited by Section 1123 of Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) as in effect on the date of filing of these amended Articles of Association of the Company at Companies House, *provided*, however, that the foregoing (a) shall have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) shall have such force and effect, if any, only for so long as such section of the Bankruptcy Code is in effect and applicable to the Company, and (c) in all events may be amended or discharged in accordance with applicable law as from time to time may be in effect

In this Article any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right

PRE-EMPTION RIGHTS ON ALLOTMENT OF SHARES

- 3 In accordance with Section 91 of the Act, Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company Any shares for the time being unissued shall be offered to the members of the Company in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by special resolution otherwise direct Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the directors may in accordance with the provisions of these Articles allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company The directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the directors effectually be offered in the manner aforesaid

- 4 The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto

SHARE CAPITAL

- 5 Subject to the provisions of the Act and these Articles, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise
- 6 Subject to the provisions of the Act and these Articles, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, at the option of the Company or the member, liable to be redeemed on such terms and in such manner as the Company before the issue of such shares may determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise Regulation 3 of Table A shall be modified accordingly
- 7 Subject to the provisions of the Act and these Articles, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or in its holding company
- 8 Subject to the provisions of the Act and these Articles, the Company may reduce its share capital and any capital redemption reserve or share premium account

LIEN

- 9 The Company shall have a first and paramount lien on every share (not being fully paid) for all monies (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 (including fully paid shares) registered in the name of any person indebted or under any liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all monies presently payable by him or his estate to the Company, but the directors may at any time declare any share or shares to be wholly or in part exempt from these provisions The Company's lien, if any, shall extend to all dividends payable thereon Regulation 8 of Table A shall be modified accordingly

TRANSFER OF SHARES

- 10 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

- 11 At any general meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or proxy or (being a corporation) by its duly authorised representative

- 12 A resolution in writing signed by all the members of the Company (or their duly authorised attorneys) who at the date of such resolution were entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held Any such resolution may consist of several documents in the like form each signed by one or more of the members of the Company or their attorneys (or, in the case of a member which is a corporation, by a director thereof or by a duly authorised representative)

PROXIES

- 13 Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no persons present shall be entitled to more than one vote on a show of hands save as provided by Regulation 50 of Table A Regulation 59 of Table A shall be modified accordingly
- 14 The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or a facsimile copy of an appointment otherwise complying with the requirements of this Article) be executed by the appointor or his attorney duly authorised in writing or in such other form as the directors may approve A proxy need not be a member of the Company
- 15 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall be invalid The directors may at any time declare any form of proxy to be wholly or partly exempt from the provisions of this Article Regulation 62 of Table A shall be modified accordingly

DIRECTORS

- 16 Unless and until otherwise determined by the Company in general meeting there shall be no maximum number of directors and the minimum number of directors shall be one If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles and Regulation 89 of Table A shall be modified accordingly
- 17 The office of a director shall be vacated
- 17 1 if he resigns the office of director by notice in writing to the Company,
- 17 2 if he becomes or is declared insolvent or commits any act of bankruptcy or convenes a meeting of or makes or proposes to make any arrangement or composition with his creditors,

- 17 3 if in the opinion of all his co-directors he becomes incapable by reason of mental disorder of discharging his duties as director,
- 17 4 if he shall become prohibited by law from acting as a director,
- 17 5 if he is removed from office by a resolution duly passed under Section 303 of the Act,
- 18 The Company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director
- 19 A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment and the last two sentences of Regulation 79 of Table A shall be deleted
- 20 Directors shall not be required to retire by rotation and Regulation 78 of Table A shall be modified accordingly

ALTERNATE DIRECTORS

- 21 A director may by written notice signed by him (except in the case of an appointment by telex or a facsimile copy of an appointment otherwise complying with the requirements of this Article) or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director Any such appointment of a person who is not a director shall not be effective unless and until such appointment is approved (a) by a resolution of the directors, or (b) by a majority of the directors attending for the purposes of the meeting at which the alternate director proposes to be present as such
- 22 Every alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally present and generally at such meeting to exercise all the powers, rights, duties and authorities of the director appointing him Every alternative director shall also be entitled, in the absence of the director appointing him, to sign on his behalf a resolution in writing of the directors
- 23 An alternate director shall neither be an officer of the Company nor entitled to any remuneration from the Company for acting as an alternate director
- 24 A director may by written notice signed by him (except in the case of a revocation by telex or a facsimile copy of a revocation otherwise complying with the requirements of this Article) and deposited or received at the office or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him
- 25 If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease

DELEGATION OF DIRECTORS' POWERS

- 26 The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely "and also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors"

DIRECTORS' BORROWING POWERS

- 27 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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

PROCEEDINGS OF DIRECTORS

- 28 For the purpose of determining whether the quorum for the transaction of the business of the board exists pursuant to Regulation 89 of Table A,
- 28 1 in the case of a resolution agreed by directors in telephonic communication all such directors shall be counted in the quorum,
- 28 2 in the case of a meeting of directors in addition to the directors present at the meeting any director in telephonic communication with such meeting shall be counted in the quorum
- 29 Without prejudice to Article 28 above a meeting of the board or of a committee of the board may consist of a conference between directors who are not all in one place, but of whom each is able, (directly or by telegraphic communication) to speak to the others and to be heard by each of the others simultaneously and the word "meeting" in these Articles shall be construed accordingly and such a meeting shall be as valid as if the directors participating had been together in the same place
- 30 Without prejudice to the obligation to disclose his interest in accordance with section 317 of the Act, a director may vote as a director in regard to any such contract, transaction or arrangement in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereat and if he shall so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract, transaction or arrangement is under consideration
- 31 A resolution in writing either signed or approved by letter, telex or telegram by each of the directors for the time being or his alternate (other than a director who is absent from the United Kingdom and is not represented by an alternate director) shall be as effective for all purposes as a resolution passed at a meeting of the directors duly convened and held, and when signed may consist of several documents in a similar like form, each signed by one or more of the directors

- 32 In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely "All directors shall be given notice of every meeting of the directors provided that it shall not be necessary to give notice of a meeting to any director who is absent from the United Kingdom Any director or alternate director may by notice to the Company waive his right to receive notice of the meeting and the presence of any director or alternate director at the commencement of a meeting shall constitute such waiver by him"
- 33 The following words shall be substituted for the final sentence of Regulation 89 in Table A, namely "A person who is the alternate director of more than one director shall be counted separately in respect of each of them who is not present"

DIRECTORS' APPOINTMENTS AND INTERESTS

- 34 In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely "shall be subject to the same provisions as to resignation and removal as other directors of the Company"

DIRECTORS' AND EMPLOYEES' GRATUITIES AND PENSIONS

- 35 The directors may -
- 35 1 establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pensions or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons,
- 35 2 establish or subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company, or of any such other company as aforesaid, or of any such persons as aforesaid,
- 35 3 make payments for or towards policies of assurance on the lives of any such persons and policies of insurance of or in respect of any such persons (including insurance against their negligence) as aforesaid,
- 35 4 pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibitions, or for any political, public, general or useful object, and
- 35 5 do any of the above things either alone or in conjunction with any such other company as aforesaid

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the payment being approved by the Company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument

THE SEAL

- 36 The seal, if any, shall only be used with the authority of the directors or of a committee authorised by the 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 by a second director. The obligation imposed by Regulation 6 of Table A relating to the sealing of share certificates shall not apply to the Company. Any document signed by a director and the secretary of the Company or by two directors of the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the directors or a committee of the directors.
- 37 The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

INDEMNITY

- 38 Every director or other officer of the Company may be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court and 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. This Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.
- 39 The directors shall have power to purchase and maintain for any director or officer of the Company insurance against any such liability as is referred to in Section 310 of the Act.

MISCELLANEOUS

- 40 Notwithstanding anything contained in these Articles
- 40 1 1 any pre-emption rights conferred on existing members by these Articles or otherwise and any other restrictions on transfer of shares contained in these Articles or otherwise shall not apply to, and
- 40 1 2 the Directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is

- (a) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security, or
- (b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid or otherwise charged by way of security, pursuant to the power of sale under such security, or
- (c) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall, in the absence of manifest error, be conclusive evidence of such facts. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article