

Company No. 3800708

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF
VITEC GROUP HOLDINGS LIMITED ("The Company")**

Passed 13 November 2009

We, the undersigned, being all the members for the time being of the above named Company entitled to receive notice of and to attend and vote at a general meeting, hereby pass the following resolution as a Written Resolution of the Company and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened:

WRITTEN RESOLUTION

That, pursuant to the Companies Act 2006, the existing Articles of Association of the Company be deleted in their entirety and the new Articles of Association contained in the document submitted to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted immediately upon passing of this resolution, as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

That, any provisions of the Company's memorandum of association (and any alterations thereto) that would be inconsistent with these Articles or that are no longer required following the introduction of the Companies Act 2006 shall no longer apply to the Company and shall be of no further effect.

And that the Company Secretary be and is hereby authorised to deliver all required documents to Companies House.



Director for and on behalf of The Vitec Group plc

WEDNESDAY



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16/12/2009

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COMPANIES HOUSE

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Company Secretary

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4)
OF THE COMPANIES ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 13 November 2009 (the "Circulation Date")
3. The procedure for signifying agreement by eligible members to written resolutions is as follows:
 - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to written resolutions, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the sole member of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with Section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions.

Signed by:

.....
Richard Cotton

for and on behalf of The Vitec Group plc

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Dated 13 November 2009

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Company Secretary

ARTICLES OF ASSOCIATION

of

Vitec Group Holdings Limited

Company Number 3800708

A private company limited by shares

(Articles adopted on 13 November 2009)

A handwritten signature in black ink, appearing to be 'J. Milton', located in the lower right quadrant of the page.

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Company Secretary

ARTICLES OF ASSOCIATION

of

Vitec Group Holdings Limited

Company Number 3800708

A private company limited by shares

(Articles adopted on 13 November 2009)

INTERPRETATION

- 1) These are the Articles of Association of the Company. No regulations set out in any statute, statutory instrument or other subordinate legislation concerning articles shall apply to the company. These Articles replace any previous articles of the Company, which shall have no further effect. Any provisions of the Company's memorandum of association (and any alterations thereto) that would be inconsistent with these Articles or that are no longer required following the introduction of the Act shall no longer apply to the Company and shall be of no further effect. The adoption of these Articles shall not affect the Company's obligations to third parties assumed before the date on which these Articles were adopted and the Company shall, notwithstanding anything to the contrary in these Articles, have all the powers necessary to honour those obligations.
 - a) In these articles the following expressions have the following meanings:
 - i) **"Act"** means the Companies Act 2006 and shall include reference to other acts still in force notwithstanding the coming into force of the Companies Act 2006;
 - ii) **"Board"** means the board of directors from time to time of the Company;
 - iii) **"Members"** means persons holding shares in the capital of the Company;
 - iv) **"Office"** means the registered office of the Company;
 - v) **"Persons"** includes firms companies and all artificial organisations;
 - vi) **"Register"** means the register of members of the Company;
 - vii) **"Shares"** means shares in the capital of the Company;
 - b) References to
 - i) The singular shall include the plural and vice versa;

ii) One gender shall include the other and references to Members of no gender (such as companies); and

iii) The Board include Committees authorised by the Board.

SHARE CAPITAL

Maximum

2) There shall be no restriction on the number or class of Shares that may be issued by the Company.

Authority to issue Shares

3) Subject as follows in this Article the Board may exercise all the powers of the Company to issue shares, without limit.

a) If the capital of the Company is divided into Shares of more than one class the Board shall not exercise the powers of the Company to issue shares, without specific authority under Section 551 of the Act.

b) Any pre-emption rights that would otherwise apply to any issue of Shares are excluded to the fullest extent permitted by law.

Rights Attached to Shares

4) Shares may be issued with such rights and restrictions as the Board decides. All Shares issued must have a fixed nominal value.

5) Shares may be issued which may be redeemed at the option of the Company or the Member. The Company may purchase its own Shares in such manner as is permitted by the Act and may give financial assistance in connection with a purchase of its Shares (except to the extent prohibited by the Act).

6) Rights attached to Shares may be varied either with:

a) The consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class; or

b) With the sanction of a special resolution passed at a separate general meeting of the holders of those shares.

All the provisions of these Articles as to general meetings of the Company shall, with any necessary modifications, apply to any such separate general meeting.

Trusts Not Recognised

7) No person shall be recognised by the Company as holding any Share on trust and the Company shall not be bound by or required in any way to recognise (even when having notice of it) any interest in, or right in respect of, any Share other than an

absolute right to the whole of the Share for the Member holding the same. (This Article shall not apply to the extent ordered by a court of competent jurisdiction or as required by law).

Share Certificates

- 8) Every person whose name is entered in the Register as a holder of Shares shall be entitled, without payment, to receive one certificate for all Shares of any class held by him.
 - a) In the case of a Share held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to one of several joint holders shall be sufficient delivery to all.
 - b) A Member who transfers some but not all of the Shares comprised in a certificate shall be entitled to a certificate for the balance without charge to the extent the balance is to be held in certificated form.
- 9) If a share certificate is defaced, worn out, lost or destroyed, it may be replaced on such terms (if any) as to evidence and indemnity as the Board may decide. The Board may require the payment of any exceptional out-of-pocket expenses of the Company incurred in connection with the issue of any certificates under this Article.
- 10) Share certificates shall be executed in such manner as the Board may determine.
- 11) Every share certificate sent in accordance with these Articles will be sent at the risk of the Member. The Company will not be responsible for any share certificate lost or delayed in the course of delivery.

Lien

- 12) The Company shall have a first and paramount lien on every Share (not being a fully paid share) for all amounts payable to the Company (whether presently or not) in respect of that Share.
- 13) The Company may sell, in such manner as the Board may decide, any share on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 clear days after a notice has been served on the Member or the person who is entitled by transmission to the share, demanding payment and stating that if the notice is not complied with the share may be sold.
 - a) For giving effect to the sale the Board may authorise some person to sign an instrument of transfer. The transferee shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in relation to the sale.
 - b) The net proceeds, after payment of the costs, of the sale by the Company of any Share on which it has a lien shall be applied in or towards payment or discharge

of the debt or liability in respect of which the lien exists and any residue shall be paid to the person who was entitled to the share at the time of the sale.

Calls on Shares

- 14) Subject to the terms of issue, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their Shares and each Member shall (subject to the company serving upon him at least 14 days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares.
- a) A call may be made payable by instalments.
 - b) A call may be revoked or postponed, in whole or in part, as the Board may decide.
 - c) A person upon whom a call is made shall remain liable jointly and severally with the successors in title to his shares for all calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
 - d) A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed.
 - e) The joint holders of a share shall be jointly and severally liable to pay all calls in respect of the share.
 - f) If a call remains unpaid after it has become due and payable, the person from whom it is due and payable shall pay interest on the amount unpaid from the day it is due and payable to the time of actual payment at such rate (not exceeding the Bank of England base rate by more than five percentage points) as the Board may decide, and all expenses that have been incurred by the Company by reason of such non-payment, but the Board shall be at liberty in any case or cases to waive payment of the interest or expenses wholly or in part.
 - g) Any amount which becomes payable in respect of a share on allotment or on any other date fixed by or in accordance with the terms of issue, whether in respect of the nominal amount of the share or by way of premium or as an instalment of a call, shall be deemed to be a call and, if it is not paid, all the provisions of these Articles shall apply as if the sum had become due and payable by virtue of a call.
 - h) The Board may on or before the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the times of payment.
 - i) The Board may, if it thinks fit, receive from any member who is willing to advance them all or any part of the moneys uncalled and unpaid upon any Shares held by him.

Forfeiture of Shares

- 15) If any amount called remains unpaid on the due date, the Board may serve a notice naming a further day (not being less than 14 days from the date of the notice) by which the payment is to be made and shall state that in the event of non-payment by that day, the Shares will be liable to be forfeited.
- 16) If the notice is not complied with, any Share in respect of which it was given may be forfeited by a resolution of the Board to that effect and the forfeiture shall include all dividends declared and other moneys payable in respect thereof. The Board may accept the surrender of any Share liable to be forfeited and, in that event, references in these articles to forfeiture shall include surrender.
- 17) A forfeited share shall be deemed to be the property of the Company and may be:
- a) Disposed of to such person and such terms; or
 - b) Cancelled
- On such terms as the Board shall decide.
- 18) A person whose shares have been forfeited shall cease to be a Member in respect of them and shall surrender his certificate but shall remain liable to pay to the Company all moneys which at the date of the forfeiture were payable by him to the Company in respect of those shares with interest thereon at such rate (not exceeding the Bank of England base rate by more than five percentage points) as the Board may decide from the date of forfeiture until payment, and the Company may enforce payment without being under any obligation to make any allowance for the value of the shares forfeited or for any consideration received on their disposal.
- 19) A statutory declaration that the declarant is a director of the Company or the Secretary and that a Share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share. The declaration shall (subject to the signing of an instrument of transfer if necessary) constitute a good title to the Share and the person to whom the Share is sold or otherwise disposed of shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, sale or disposal.

Transfer of Shares

- 20) Any member wishing to transfer shares shall apply to the Board. The Board may decline to register any such transfer but, if they do, shall give reasons for their refusal. The Board may issue directions as to how transfers are to be signed or otherwise evidenced. No fee shall be charged for registration.

Transmission of Shares

- 21) If a Member dies, the only persons recognised by the Company as having any title to his shares shall be:
- a) If he was a sole holder, his personal representatives; or

- b) If he was one of a number of joint holders, the other remaining joint holders.

But nothing contained in these Articles shall release the estate of a deceased holder from any liability in respect of any Share held by the deceased solely or jointly with any other person.

- 22) Where the entitlement of a person to a share in consequence of the death or bankruptcy of a Member or of any other event giving rise to its transmission by operation of law is proved to the satisfaction of the Board, the Board shall within two months after proof cause the entitlement of that person to be noted in the register.
- 23) Any such person may apply either to become the holder of the Share or to have some person nominated by him registered as holder. All the provisions of these Articles relating to the transfer of Shares shall apply thereto (and accordingly the Board may refuse the application in accordance with these Articles).
- 24) Where a person becomes entitled by transmission to a Share, the rights of the holder in relation to that Share shall cease, but that may give a good discharge for any dividends or other moneys payable in respect of it and shall have the same rights in relation to the Share as he would have had if he were the holder of it save that, until he becomes the holder, he shall not be entitled to receive notice of, or to attend or vote at, any general meeting of the Company or at any separate general meeting of the holders of any class of shares in the Company or to exercise any other right conferred by membership in relation to general meetings.

ALTERATION OF SHARE CAPITAL

Increase, Consolidation, Sub-Division and Cancellation

- 25) The Company may from time to time by ordinary resolution:
- a) Consolidate any of its share capital into shares of larger amount than its existing shares;
 - b) Subject to the Act, sub-divide any of its shares into shares of smaller amounts; and
 - c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- 26) Whenever as a result of a consolidation, consolidation and sub-division or sub-division of shares any holders would become entitled to fractions of a share, the Board may deal with the fractions as it thinks fit

Reduction of Capital

- 27) Subject to the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account or any other undistributable reserve in any way.

GENERAL MEETINGS

Annual General Meetings

- 28) The Company shall not be required to hold Annual General Meetings. Accordingly all General Meetings will be specifically called as follows.

Notice of General Meetings

- 29) The Company shall give all Members notice of all General Meetings, in the manner required by the Act. Notice shall be at least:
- a) 14 days, unless
 - b) 90% of the Members of the Company agree to shorter notice, in accordance with the Act.
- 30) The accidental omission to give any notice of a meeting or supply any document or other information relating to any meeting to any person entitled thereto shall not invalidate proceedings at that meeting.
- 31) A member present in person or by proxy at a meeting shall be deemed to have received proper notice of that meeting.

Postponement of General Meetings

- 32) If the Board, in its absolute discretion, considers that it is impractical or undesirable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting, it may postpone the meeting to another date, time and/or place. Notice of the business to be transacted at such rearranged meeting shall not be required. The Board may also postpone or move the rearranged meeting under this article.

Quorum

- 33) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a chairman of the meeting which shall not be treated as part of the business of the meeting. Save as otherwise provided by these articles, one member present in person or by proxy and entitled to vote shall be a quorum for all purposes.
- 34) If within five minutes after the time appointed for the commencement of the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting, if convened by or upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other day (being not

less than three nor more than 28 days later) as the Board shall determine and, in this case, the Company shall give not less than seven clear days' notice in writing of the adjourned meeting.

Chairman

- 35) The chairman of the Board shall preside as chairman at every general meeting. If there is no chairman present, the directors present shall choose one of their number to act.

Entitlement to Attend and Speak

- 36) Each director shall be entitled to attend and speak at any general meeting of the Company. The chairman of the meeting may invite any person to attend and speak at any general meeting of the Company where he considers that this will assist in the deliberations of the meeting.

Voting

- 37) Subject to any special terms as to voting upon which any Shares may be issued (and subject to the other provisions of these Articles) every Member who is present in person at a general meeting of the Company and every proxy present who has been duly appointed by a Member shall:

- a) On a show of hands have one vote;
- b) On a poll have one vote for every share of which he is the holder.

- 38) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded. A poll may be demanded by:

- a) the chairman of the meeting; or
- b) at least five persons present and entitled to vote on the resolution; or
- c) any member present in person or by proxy and representing in the aggregate not less than one tenth of the total voting rights (or one tenth of the total sum paid up on all the shares conferring that right) of all the members having the right to vote on the resolution

- 39) Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman of the meeting that a resolution on a show of hands has been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

- 40) If a poll is properly demanded it shall be taken in such manner as the chairman of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 41) The demand for a poll (other than on the election of a chairman of the meeting or on a question of adjournment) shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.

Votes of Joint Holders

- 42) In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register.
- 43) No member shall, unless the Board otherwise decides, be entitled to attend or vote at any general meeting unless all calls or other sums presently payable by him in respect of that share have been paid.

Proxies

- 44) The appointment of a proxy shall be in writing signed by or on behalf of the appointor. A member may appoint more than one proxy to attend on the same occasion and if he does he shall specify the number of shares in respect of which each proxy is entitled to vote and shall ensure that no proxy is appointed to exercise a vote which any other proxy has also been appointed for.
- 45) The appointment of a proxy must be received at the Office (or such other place as may be specified in the notice) not less than 48 hours (or such shorter time as the Board may determine) before the time appointed for holding the meeting together with (if required by the Board) any authority under which it is made or a certified copy thereof;
- 46) The appointment of a proxy shall be in any usual form or in such other form as the Board may approve. The appointment of a proxy shall, unless the contrary is stated in it, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
- 47) A Member being a corporation may authorise one or more representatives to attend General Meetings on its behalf, and may revoke such authorisations and authorise a new representative as it sees fit. Notice of such authorisation shall be given in the same manner as the appointment of a proxy.
- 48) Actions of a proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of that person, unless notice in writing of the determination was received by the Company at the place and by the time specified by the Company for the receipt of appointments of proxy.

Class Meetings

- 49) The provisions of these articles relating to general meetings shall apply, with any necessary modifications, to any separate general meeting of the holders of shares of a class.

Members Resolutions in Writing

- 50) A resolution in writing approved in accordance with the Act by a majority of the Members eligible to vote shall be as valid and effectual as an ordinary resolution passed at a General Meeting properly called and constituted. A resolution in writing approved in accordance with the Act by at least 75% of the Members eligible to vote shall be as valid and effectual as a special resolution passed at a General Meeting properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one or more of the Members concerned.

DIRECTORS

Appointment and Removal of Directors

- 51) There shall be no maximum or minimum number of directors.
- 52) No shareholding qualification for directors shall be required.
- 53) The Members may by ordinary resolution passed at a general meeting (or by a written resolution complying with the Act):
- a) Elect any person who is willing to act to be a director; and
 - b) Remove from office any director, whether that person was appointed by the Board or by the Members.
- 54) The Board may also appoint any person who is willing to act to be a director.
- 55) At least one of the Directors shall be a natural person being at least 16 years old.
- 56) Directors shall not be required to retire by rotation but the office of a director shall be vacated if:
- a) He resigns his office;
 - b) He offers to resign and the Board resolves to accept such offer;
 - c) His resignation is requested by all of the other directors and all of the other directors are not less than three in number;
 - d) He is or has been suffering from mental ill health or becomes a patient for the purpose of any statute relating to mental health and the Board resolves that his office is vacated;
 - e) He is absent without the permission of the Board from meetings of the Board (whether or not an alternate director appointed by him attends) for six consecutive months and the Board resolves that his office is vacated;
 - f) He becomes bankrupt or compounds with his creditors generally;

- g) He is prohibited by law from being a director;
- h) He ceases to be a director by virtue of the Companies Acts or is removed from office pursuant to these articles.

57) If the office of a director is vacated for any reason, he shall cease to be a member of any Committee or sub-committee of the Board.

Alternate Directors

58) Each director may appoint any person to be his alternate and may at his discretion remove an alternate director so appointed, as follows:

- a) If the alternate director is not already a director, the appointment, unless previously approved by the Board, shall have effect only upon and subject to its being so approved.
- b) Any appointment or removal of an alternate director shall be effected by notice in writing signed by the appointor, or in any other manner approved by the Board.
- c) An alternate director shall be entitled to receive notice of all meetings of the Board or of Committees of the Board of which his appointor is a member and at such meetings to exercise and discharge all the functions, powers, rights and duties of his appointor as a director and for those purposes these articles shall apply as if he were a director.

59) Every person acting as an alternate director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the provisions of these articles relating to directors and shall during his appointment be an officer of the Company. An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the director appointing him. An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent as if he were a director. An alternate director shall not be entitled to receive from the Company any fee in his capacity as an alternate director but the Company shall, if so requested in writing by the appointor, pay to the alternate director any part of the fees or remuneration otherwise due to the appointor.

60) A director or any other person may act as an alternate director to represent more than one director. Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director but he shall count as only one for the purposes of determining whether a quorum is present. Signature by an alternate director of any resolution in writing of the Board or a Committee of the Board shall, unless the notice of his appointment provides to the contrary, be as effective as signature by his appointor.

61) An alternate director shall cease to be an alternate director:

- a) if his appointor ceases for any reason to be a director; or

- b) On the happening of any event which if he were a director would cause him to vacate his office as director; or
- c) If he resigns his office.

Executive Directors

- 62) The Board may appoint one or more directors to hold any employment or executive office with the Company for such period and upon such other terms as it shall in its discretion decide and may revoke or terminate any appointment so made. Any revocation or termination of the appointment shall be without prejudice to any claim for damages for any breach of any contract of service which may be involved in the revocation or termination. A director so appointed shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may decide, and either in addition to or in lieu of his fees as a director.

Fees and Expenses of Directors

- 63) Directors may be paid fees at such rate as may be determined by the Board.
- 64) Each director may be paid his reasonable travelling, hotel and incidental expenses of attending and returning from any meeting which as a director he is entitled to attend and shall be paid all other costs and expenses properly and reasonably incurred by him in the conduct of the Company's business or in the discharge of his duties as a director. The Company may also fund a director's expenditure and that of a director of any holding Company of the Company for the purposes permitted under the Act and may do anything to enable a director or a director of any holding company of the company to avoid incurring such expenditure as provided in the Companies Act.

Pensions and Gratuities for Directors

- 65) The Board may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner for any director or former director or the relations, or dependants of, or persons connected to, any director or former director.

Directors' Interests and Conflicts of Interest

- 66) The Board may authorise any matter which would otherwise involve a director breaching his duty under the Act to avoid conflicts of interest ("**Conflict**").
- 67) A director seeking authorisation in respect of a Conflict shall (in addition to complying with his duty under Article 72 below) declare to the Board the nature and extent of his interest in a Conflict as soon as is reasonably practicable. The director shall provide the Board with such details of the relevant matter as are necessary for the Board to decide how to address the Conflict together with such additional information as may be requested by the Board. A director shall not be deemed to have breached any duty should he fail to seek authorisation in respect of a situation if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.

68) Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter the subject of a Conflict. Such proposal and any authority given by the Board shall be effected in the same way that any other matter may be proposed to and resolved upon by the Board under the provisions of these articles save that:

- a) The relevant director and any other director with a similar interest shall not count towards the quorum nor vote on any resolution giving such authority; and
- b) The relevant director and any other director with a similar interest may, if the other members of the Board so decide be excluded from any Board meeting while the Conflict is under consideration.

69) Where the Board gives authority in relation to a Conflict:

- a) The Board may (but shall not be required to) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the Board or otherwise) related to the Conflict; and
- b) The Board may (but shall not be required to) impose upon the relevant director such other terms for the purpose of dealing with the Conflict as it may determine and the relevant director will be obliged to conduct himself in accordance with those terms;
- c) The Board may (but shall not be required to) provide that where the relevant director obtains (otherwise than through his position as a director of the Company) information that is confidential to a third party, the director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;
- d) The terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
- e) The Board may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority.

70) If a director is in any way interested in a transaction or arrangement that may affect the Company (whether that transaction or arrangement is proposed or actual), he must declare the nature and extent of that interest to the Board in accordance with the Act. Provided he does so a director may:

- a) Be party to, or otherwise interested in, any contract with the Company or in which the Company has an interest;
- b) Hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period and upon such terms, including as to remuneration, as the Board may decide;

- c) Act by himself or through a firm with which he is associated in a professional capacity for the Company or any other company in which the Company may be interested (otherwise than as auditor);
- d) Be or become a director or other officer of, or employed by or otherwise be interested in any holding company or subsidiary company of the Company or any other Company in which the company may be interested

A director shall not be deemed to have breached any duty under this Article:

- i) If he was not aware that he had the interest or that the transaction or arrangement was proposed;
 - ii) The other directors were already aware of his interest;
 - iii) His interest cannot be regarded as likely to give rise to a conflict of interest;
or
 - iv) In relation to the consideration of his service contract.
- 71) A director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the Company for any remuneration, profit or other benefit realised by him by reason of his having any type of interest authorised by the Board and no contract shall be liable to be avoided on the grounds of a director having any type of interest so authorised.
- 72) If any question shall arise at any meeting of the Board as to the conflict of interest of a director (other than the chairman of the meeting) the question shall be referred to the chairman of the meeting and his ruling shall be conclusive except in a case where the nature or extent of the director's interest (so far as it is known to him) has not been fairly disclosed to the Board. If any question shall arise in respect of the chairman of the meeting, the question shall be decided by a resolution of the Board (for which purpose the chairman of the meeting shall be counted in the quorum but shall not vote on the matter) and the resolution shall be conclusive except in a case where the nature or extent of the interest of the chairman of the meeting (so far as it is known to him) has not been fairly disclosed to the Board.
- 73) The Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any contract not properly authorised by reason of a contravention of this Article.
- 74) In this Article "Vitec Group Companies" means The Vitec Group plc (English Company Number 227691), every Subsidiary (as defined in the Act) of The Vitec Group plc and every company (wherever incorporated) that would be such a Subsidiary were it incorporated in England.
- a) Notwithstanding the provisions of Articles 66 to 73 a director may vote on a matter, take part in the discussion of that matter and count in the quorum for a meeting if his only interest or conflict is that he is employed by, or an officer of, another Vitec Group Company (and / or he (or connected persons of his) has

shares or options to acquire shares in The Vitec Group plc) and he declares that interest to the Board.

- b) Any such director shall nevertheless comply with his general duties as a director under Sections 170 to 174 and 176 to 177 of the Act (duty to act within powers, promote the success of the Company etc)

75) The Company may make loans and quasi loans to directors, except to the extent prohibited by the Act.

Powers and Duties of the Board

76) Subject to the Act and to these articles, the business of the Company shall be managed by the Board which may exercise all the powers of the Company whether relating to the management of the business of the Company or not.

Borrowing Powers

77) The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and assets (present or future) and uncalled capital and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party. In so doing the Board must have regard to the terms of any agreement by which the Company has agreed that the Company will limit its borrowings or commitments to certain levels, and to any such agreement made by a third party but affecting the Company.

78) No person dealing with the Company or any of its subsidiaries shall be concerned to see or enquire whether any controls on such powers have been observed and no debt incurred or security given shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or the security given express notice that any limit imposed had been breached.

Agents

79) The Board may appoint anyone as the Company's attorney by granting a power of attorney or by authorising them in some other way, on such terms as the Board thinks fit. The Board may revoke any such authority at any time.

80) The Board may also:

- a) Delegate any of its authority, powers or discretions to any manager or agent of the Company;
- b) Allow managers or agents to delegate to another person;
- c) Remove any such authority.

- d) Entrust to and confer upon any director any of its powers, authorities and discretions (with power to sub-delegate) upon such terms and conditions and with such restrictions as it thinks fit.

Board Meetings

- 81) The Board may meet for the despatch of business, and adjourn and otherwise regulate its meetings as it thinks fit. A director may summon a Board meeting at any time.
- 82) Notice of a Board meeting shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose. A director may waive his entitlement to notice of any meeting either prospectively or retrospectively and any retrospective waiver shall not affect the validity of the meeting or of any business conducted at the meeting.
- 83) The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be one.
- 84) The Board may appoint a director to be the chairman or a deputy chairman of the Board, and may at any time remove him from that office.
- 85) A meeting of the Board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions vested in or exercisable by the Board.
- 86) Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 87) The Board may delegate any of its powers, authorities and discretions (with power to sub-delegate) to any Committee, consisting of such persons (whether a member or members of its body or not) as it thinks fit, provided that the majority of persons on any Committee must be directors.
- 88) All or any of the members of the Board may participate in a meeting of the Board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to speak to and hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

Board Resolutions in Writing

- 89) A resolution in writing approved by all the directors who are at the relevant time entitled to receive notice of a meeting of the Board and who would be entitled to vote on the resolution at a meeting of the Board (if that number is sufficient to constitute a quorum) shall be as valid and effectual as a resolution passed at a meeting of the Board properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one

or more of the directors concerned. A director may signify his approval to a resolution in writing electronically

- 90) All acts done by the Board or by any Committee or by any person acting as a director or member of a Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or Committee or person so acting or that they or any of them were disqualified from holding office or had vacated office or were not entitled to vote, be as valid as if each such member or person had been properly appointed and was qualified and had continued to be a director or member of the Committee and had been entitled to vote.

Secretary

- 91) It shall not be necessary for the Company to have a Secretary but if a Secretary is appointed he shall be appointed by the Board for such term and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by the Board.

Provision for Employees

- 92) The Board may exercise any power conferred by the Companies Acts to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Execution of Documents

- 93) The company may execute documents in any manner that is permitted by the Act.
- 94) The Board shall keep a seal that can be used as the Board thinks fit. A seal shall only be used by the authority of the Board.

Declaration of Dividends by Company

- 95) The Board may pay such interim and final dividends as appear to it to be justified.
- 96) The Board may deduct from any dividend or other moneys payable to a Member by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in respect of shares of the Company. Sums so deducted can be used to pay amounts owing to the Company in respect of the Shares.
- 97) A dividend may be satisfied wholly or partly in kind, by the distribution of assets.
- 98) The Board may offer any holders of shares the right to elect to receive shares, credited as fully paid, instead of cash in respect of the whole (or some part, to be determined by the Board) of any dividend specified by the ordinary resolution. The offer shall be made on terms specified by the Board.

Capitalisation of Reserves

- 99) The Company may at any time, on the recommendation of the Board pass an ordinary resolution to capitalise all or any part of any amount standing to the credit of any reserve or fund (including retained earnings) in accordance with the Act.

Service of Notices, Documents and Other Information

- 100) Any notice, document (including a share certificate) or other information may be served on or sent or supplied to any member by the Company:
- a) Personally;
 - b) By sending it through the post addressed to the member at his registered address or by leaving it at that address addressed to the member;
 - c) By sending or supplying it in electronic form to an address notified by the member to the Company for that purpose;
 - d) By any other means authorised in writing by the member.
- 101) In the case of joint holders of a share, service, sending or supply to one of the joint holders shall for all purposes be deemed sufficient for them all and any agreement given by one of them shall bind them all.
- 102) A person who is entitled by transmission to a Share, upon supplying the Company with a postal address for service within the United Kingdom shall be entitled to have served upon or sent or supplied to him at that address any notice, document or other information to which he would have been entitled if he were the holder of that share and such service, sending or supply shall for all purposes be deemed sufficient for all persons interested (whether jointly with or as claimants through or under him) in the share. Otherwise, any notice, document or other information served on or sent or supplied to any member pursuant to these articles shall, notwithstanding that the member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the Company has notice of the death, bankruptcy or other event, be deemed to have been properly served, sent or supplied in respect of any share registered in the name of that member as sole or joint holder.
- 103) Any notice, document or other information, if served, sent or supplied by the Company by post, shall be deemed to have been received on the day following that on which it was posted if first class post was used or 48 hours after it was posted if first class post was not used and, in proving that a notice, document or other information was served, sent or supplied, it shall be sufficient to prove that the notice, document or other information was properly addressed, prepaid and put in the post.
- 104) Any notice, document or other information served, sent or supplied by the Company using electronic means shall be deemed to have been received on the day on which it was sent notwithstanding that the Company subsequently sends a hard

copy of such notice, document or information by post. In proving that a notice, document or other information served, sent or supplied by electronic means was served, sent or supplied, it shall be sufficient to prove that it was properly addressed.

- 105) Any notice, document or other information served, sent or supplied by the Company by any other means authorised in writing by the member concerned shall be deemed to have been received when the Company has carried out the action it has been authorised to take for that purpose.

Indemnity of Directors

- 106) To the extent permitted by the Act, the Company may indemnify all or any of its directors or other officers (and former directors and officers) against any liability incurred by them in connection with the Company and may purchase and maintain for any such person insurance against any liability. No director or officer of the Company shall be accountable to the Company or the Members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

VITEC GROUP HOLDINGS LIMITED
(Company Number 3800708)

Minutes of a Meeting of the Board of Directors of the Company held at One Wheatfield Way,
Kingston upon Thames, London KT1 2TU on 13 November 2009

The following directors were present:

Jon Bolton	(Chairman)
James Copeman	
Richard Cotton	

In Attendance:

Jayne Milton	(Secretary)
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ARTICLES OF ASSOCIATION

1. New articles of association of the Company were produced to the meeting.
2. The Chairman reported that the new articles of association of the Company were required to reflect the changes implemented by the Companies Act 2006 and to provide a standard template of articles of association for the subsidiary undertakings of the Vitec Group in the UK.
3. The directors considered the matter and decided that the adoption of the new articles of association was in the best interests of the Company and for the benefit of its members as a whole.
4. The Chairman noted the requirement that a special resolution of the members of the Company be passed approving the adoption of new articles of association and it was reported that a shareholder's written resolution had been proposed and passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006 approving the adoption of the new articles of association and authorising the Company Secretary to deliver all required documents to Companies House.
5. There being no further business, the Chairman declared the meeting closed.



Chairman

CERTIFIED A TRUE COPY


Company Secretary