

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

WIRELESS GROUP MEDIA (GB) LIMITED

Company number 03949697

**(Formerly known as:
UTV Media (GB) Limited,
UTV Radio (GB) Limited,
The Wireless Group Limited; and
New TWG Plc)**

**(Adopted by special resolution passed on 24th October 2008 and amended by special resolution passed
on 26th February 2016)**

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PRELIMINARY

- 1 In these articles "**Table A**" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 and the "**Act**" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and the "**Parent**" means the corporation (if any) which is the holder of the entire issued share capital for the time being of the Company as carries the right to vote at general meetings of the Company
- 2 The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company References herein to "**Regulations**" are to regulations of Table A
- 3 Regulations 3, 24-26 inclusive, 53, 64-67 inclusive, 73-81 inclusive, 90, 94-97 inclusive 101, 118 and the last sentence of Regulation 84 shall not apply

SHARE CAPITAL

- 4 The share capital of the Company is £20,000,000 divided into 147,780,000 ordinary shares of 10p each and 52,220 "B" shares of £1 each¹

¹ Following a conversion of B ordinary shares into ordinary shares on 25 May 2000

- 5 Subject to the provisions of the Act, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the shares, by special resolution shall determine

6 TRANSFER OF SHARES

- 6 1 The directors shall register the transfer by the Parent of any share in the Company and, if directed by the Parent, the transfer by any other person of any share in the Company, but the directors shall not register a transfer in any other circumstances
- 6 2 Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer
- a) is to the bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"), or
 - a) is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares, or
 - b) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security

No resolution shall be proposed or passed the effect of which would be to delete or amend this Article 6 2 unless not less than 21 days' written notice thereof shall have been given to any such Secured Institution by the Company and the Secured Institution has given its consent in writing to such deletion or amendment

- 6 3 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of the Articles relating to liens over shares shall not apply in respect of any such shares

Any pre-emption rights contained in these Articles shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the Company from time to time

NOTICE OF GENERAL MEETINGS

- 7 In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the directors of the Company in their capacity as such. Regulation 38 shall be modified accordingly

PROCEEDINGS AT GENERAL MEETINGS

- 8 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum, except at such times as the Company has only one member in which case one person entitled to vote upon the business to be transacted, being the sole member or a proxy for the sole member or a duly authorised representative of a corporation which is the sole member, shall be a quorum
- 9 At such times as the Company has only one member and he takes a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, such member shall (unless his decision is taken by way of written resolution) provide the Company with a written record of that decision

- 10 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly

NUMBER OF DIRECTORS

- 11 Unless otherwise determined by ordinary resolution of the Company, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one

ALTERNATE DIRECTORS

- 12 Any director (other than an alternate director) may appoint any other director or any other person approved by the Parent and willing to act to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director may represent one or more directors'. An alternate director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director
- 13 An alternate director shall be entitled
- 13 1 to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member and to attend any such meeting,
- 13 2 to one vote for every director whom he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors, and
- 13 3 to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director
- 14 An alternate director shall not, if he is absent from the United Kingdom, be entitled to receive notices of meetings of directors or of committees of which his appointor is a member. At such meetings an alternate director shall count as only one for the purposes of determining whether a quorum is present
- 15 An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct
- 16 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors

DELEGATION OF DIRECTORS' POWERS

- 17 The directors may delegate any of their powers to committees consisting of one or more directors or other persons approved by the Parent. References in these articles to a committee of directors or to a director as a member of such a committee shall include a committee or person referred to in this article. Regulation 72 shall be modified accordingly

APPOINTMENT AND REMOVAL OF DIRECTORS

- 18 The Parent may by memorandum in writing at any time and from time to time appoint any person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director, or remove any director from office. Such memorandum must be signed by or on behalf of the Parent and delivered to the registered office or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon delivery or production of the memorandum or at such later time (if any) specified in such memorandum

- 19 A director appointed to fill a casual vacancy or as an additional director shall not be required to retire from office at the next annual general meeting

DISQUALIFICATION OF DIRECTORS

- 20 The office of a director shall be vacated if he
- 20 1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director, or
- 20 2 becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 20 3 in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as a director, or
- 20 4 resigns his office by notice to the Company, or
- 20 5 shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated

PROCEEDINGS OF DIRECTORS

- 21 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any higher number shall be two, except at such times as the Company has only one director in which case the quorum shall be one director and Regulation 89 shall be modified accordingly. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum
- 22 A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notice of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly
- 23 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is
- 24 At such times as the Company has only a sole director his decisions shall be recorded in writing and the written record shall be provided to the Parent
- 25 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting and if there are no such directors remaining then the member(s) may call a general meeting

THE SEAL

- 26 In addition to its powers under section 36A of the Act, the Company may have a seal and the directors shall provide for the safe custody of such seal. The directors shall determine who may sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and shall be countersigned by the secretary or by a second director. The obligation under Regulation 6 relating to the sealing of share certificates shall only apply if the Company has a seal

27 **INDEMNITY AND INSURANCE**

- 27 1 With the written consent of the Parent, the Company may indemnify, out of the assets of the Company, any director of the Company or of any associated company against all losses and liabilities which he may sustain or incur in the execution of the duties of his office or otherwise in relation thereto, provided that this Article 27 1 shall only have effect insofar as its provisions are not void under sections 309A or 309B of the Act
- 27 2 Subject to sections 337(4) to (6) of the Act, with the written consent of the Parent, the Company may provide a director of the Company with funds to meet expenditure incurred or to be incurred by him in defending any civil or criminal proceedings brought or threatened against him in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or in connection with any application under sections 144(3) or (4) or section 727 of the Act, and the Company shall be permitted to take or omit to take any action or enter into any arrangement which would otherwise be prohibited under section 330 of the Act to enable a director to avoid incurring such expenditure
- 27 3 With the written consent of the Parent, the Company shall be entitled to purchase and maintain insurance for any director of the Company or of any associated company against any liability attaching to any such person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or any such associated company
- 27 4 For the purpose of Articles 27 1 and 27 3 above, the expression "**associated company**" shall mean a company which is either a subsidiary or a holding company of the Company or a subsidiary of such holding company as such terms are defined in the Act