

Company Number: 06188144

**The Companies Act 2006**  
**COMPANY LIMITED BY SHARES**

**Written Resolution**

of

**SOLIHULL OBSERVER LIMITED**

("the Company")

Circulation Date: 27 May 2011

THURSDAY



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16/06/2011  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors propose that the following resolutions be passed as ordinary and special resolutions, together the ("**Resolutions**")

**ORDINARY RESOLUTIONS**

- 1      That the 1 ordinary share of £1 in the issued share capital of the Company currently registered to Bullivant Media Limited be re-designated into 10 A ordinary shares of £0.10 each,
- 2      That, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £99 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on a date no later than 5 years from the date on which this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired,

**SPECIAL RESOLUTIONS**

- 3      That, subject to the passing of resolution 2 and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Act did not apply to any such allotment,
- 4      That the Company adopt in substitution for and to the exclusion of all existing Articles of Association, new Articles of Association in the form initialled by the Chairman of the board of directors of the Company for the purposes of identification only and that such new Articles be the regulations of the Company

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

The undersigned, a person entitled to vote on the above Resolutions on 27 May 2011, hereby irrevocably agrees to those Resolutions as above

**Name of Shareholder**

Bullivant Media Limited

**Signature**



(Duly authorised signatory)

Dated the 27 day of May 2011

**NOTES**

- 1 You can choose to agree to all the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all Resolutions, please indicate your agreement by signing and dating this document where indicated above and return it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Solihull Observer Limited at The Old Library, Church Green West, Redditch B97 4DU,
- **Post** returning the signed copy to Solihull Observer Limited at The Old Library, Church Green West, Redditch B97 4DU,

If you do not agree to all of the Resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 24 June 2011, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney when returning this document

Company No. 06188144

THE COMPANIES ACTS 1985 to 2006

ARTICLES OF ASSOCIATION  
OF  
SOLIHULL OBSERVER LIMITED  
Incorporated on 27 March 2007

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Adopted by special resolution  
passed on 27 May 2011

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irwinmitchell<sup>IM</sup>

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Company No: 06188144

**THE COMPANIES ACTS 1985 to 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

of

**SOLIHULL OBSERVER LIMITED**

Adopted by special resolution  
passed on *27 May* 2011

**1 DEFINITIONS AND INTERPRETATION**

**1 1** In these Articles unless the context otherwise requires

<b>"the Act"</b>	means the Companies Act 1985 and 2006,
<b>"A Director"</b>	means any director for the time being appointed and holding office pursuant to Article 13 1 1,
<b>"A Shares"</b>	means the A Shares of £0 10 each in the share capital of the Company from time to time,
<b>"B Director"</b>	means any director for the time being appointed and holding office pursuant to Article 13 1 2,
<b>"B Shares"</b>	means the B Shares of £0 10 each in the share capital of the Company from time to time,
<b>"deemed transfer notice"</b>	means a transfer notice deemed to be given under any provision of these Articles or any Relevant Agreement,
<b>"paid up"</b>	means, in relation to a share, that such share is paid up or credited as paid up,
<b>"Relevant Agreement"</b>	means any agreement relating (in whole or in part) to the management of the Company which is binding from time to time on the Company and the members and which (expressly or by implication) supplements and/or prevails over any provisions of these Articles,
<b>"share"</b>	means a share in the capital of the Company of whatever class

**1 2** In these Articles, a reference to

- 1 2 1 a statutory provision includes a reference to
- 1 2 1 1 the statutory provision as modified or re-enacted or both from time to time whether before or after the date of these Articles, and
- 1 2 1 2 any subordinate legislation made under the statutory provision whether before or after the date of these Articles,
- 1 2 2 a person includes a reference to a body corporate, association or partnership,
- 1 2 3 a person includes a reference to that person's legal personal representatives and successors in title and their assigns from time to time,
- 1 2 4 references to the regulations are, unless the context otherwise requires to the regulations in Table A (as defined in Article 20) and reference to an Article by number is unless the context otherwise requires to the particular Article of these Articles,
- 1 2 5 singular includes plural, male includes female and vice versa,
- 1 2 6 references to days are to calendar days not working days.
- 1 3 A special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of the regulations or these Articles
- 1 4 The renunciation of a right to be allotted shares shall be treated as if it were a transfer of those shares and therefore shall be governed by Article 7
- 1 5 References to shares are, unless the context otherwise requires, to shares of all and whatever denomination or classification in the Company
- 1 6 The headings in these Articles shall not affect their construction or interpretation
- 2 **TABLE A**
- The regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541 and SI 2007/2826) ("**Table A**"), apply to the Company except to the extent that they are excluded by or inconsistent with these Articles
- 3 **PRIVATE COMPANY**
- The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited
- 4 **SHARE CAPITAL**
- The authorised share capital of the Company at the date of adoption of these Articles is £100 divided into 510 A Shares of £0 10 each and 490 B Shares of £0 10 each The A Shares and the B Shares shall be separate classes of shares and shall carry the respective voting rights and rights to appoint and remove directors and be subject to the restrictions on transfer hereinafter provided, but in all other respects shall rank pari passu
- 5 **ISSUE OF NEW SHARES AND PURCHASE OF OWN SHARES**
- 5 1 The authorised share capital of the Company shall consist only of A Shares and B Shares

5 2 Subject as aforesaid and to section 80 of the Act, all unissued shares shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper provided that no shares shall be issued at a discount

5 3 Section 89(1) and sub-sections (1) to (6) of section 90 of the Act shall not apply to the Company

## 6 LIEN

The lien conferred by regulation 8 shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all monies presently payable by him or his estate to the Company Regulation 8 shall be modified accordingly

## 7 TRANSFER OF SHARES

7 1 The directors shall refuse to register the transfer of any share unless such transfer is permitted by and is made pursuant to and in accordance with the provisions of any Relevant Agreement The directors shall also refuse to register the transfer of any share which is prohibited under Article 9 or the provisions of any Relevant Agreement

7 2 Subject to Articles 7 3 and 7 4, the directors shall not be entitled to decline to register the transfer of any share which is permitted by, or is made pursuant to and in accordance with the provisions of any Relevant Agreement

7 3 For the purpose of ensuring that a particular transfer of shares is permitted under the provisions of these Articles or under the provisions of any Relevant Agreement, the directors may require the transferor or the person named as transferee in any transfer lodged for registration to furnish the Company with such information and evidence as the directors may think necessary or relevant Failing such information or evidence being furnished to the satisfaction of the directors within a period of 28 days after such request the directors shall be entitled to refuse to register the transfer in question

7 4 The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share which would otherwise be permitted under these Articles if it is a transfer

7 4 1 of a share over which the Company has a lien,

7 4 2 of a share (not being a fully paid share) to a person of which they shall not approve

The first sentence of regulation 24 shall not apply

## 8 GENERAL MEETINGS

In the first line of regulation 37, the words "Any A Director or B Director" shall be inserted in substitution for the words "The directors"

## 9 PROHIBITED TRANSFERS

Notwithstanding anything else contained in these Articles no share shall be issued or transferred to any infant, bankrupt or person of unsound mind

10           **PROCEEDINGS AT GENERAL MEETINGS**

10 1

10 1 1       Two members present in person or by proxy shall be a quorum one shall be or represent a holder of any of the A Shares and the other shall be or represent a holder of any of the B Shares Regulation 40 shall be modified accordingly

10 1 2       Regulation 41 shall be read as if the words 'and if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefore, or if during the meeting a quorum ceases to be present, the holder of the class of shares not for the time being represented thereat shall be deemed (at the expiry of such period and/or as the case may be upon any such cessation) irrevocably and unconditionally to have appointed the holder of the other class of shares (or if such holder be a corporation any duly authorised representative thereof) his proxy to attend on his behalf (but not to vote) thereat', were added to the end thereof

10 1 3       In regulation 44 the words 'of the class of shares the holders of which appointed him as director' shall be substituted for the words 'any class of shares in the company'

10 1 4       An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative

10 2       At any General Meeting of the Company, a poll may be demanded by one or more members present in person or by proxy and having the right to vote at the meeting and sub-clauses (b), (c) and (d) of regulation 46 shall be modified accordingly

11           **VOTES OF MEMBERS**

11 1       Subject as provided below in Article 11 2 and to any other special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder, PROVIDED THAT no shares of either class shall confer any right to vote upon a resolution for the removal from office of a director appointed by holders of shares of the other class

11 2       Regulation 54 shall not apply

12           **ALTERNATE DIRECTORS**

12 1       The following provisions apply to the Company by way of variation of regulations 65 to 69 inclusive

12 1 1       the appointment of an alternate Director shall automatically terminate on the happening of any event which, if he were a Director, would cause him to vacate the office of Director or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting,

12 1 2       an alternate Director shall be repaid by the Company such expenses as might properly be repaid to him if he had been a Director An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director, and

12 1 3       a Director or any other person may act as alternate Director to represent more than



one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director and regulation 88 shall be modified accordingly

**13 APPOINTMENT AND RETIREMENT OF DIRECTORS**

13 1

13 1 1 The holders of a majority of the A Shares shall be entitled by notice in writing to the Company to appoint four directors and by like notice to remove such directors and at any time and from time to time by like notice to appoint any other person to be a director in the place of a director so removed or in the place of a director whose office has for any reason been vacated Any director so appointed shall be an A Director

13 1 2 The holders of a majority of the B Shares shall be entitled by notice in writing to the Company to appoint four directors and by like notice to remove such directors and at any time and from time to time by like notice to appoint any other person to be a director in the place of a director so removed or in the place of a director whose office has for any reason been vacated Any director so appointed shall be an B Director

13 2 No director shall be appointed otherwise than as provided in these Articles Regulations 76 to 79 shall not apply

**14 DISQUALIFICATION AND REMOVAL OF DIRECTORS**

Regulation 81 shall be modified by deleting paragraph (e) thereof The office of a director shall also be vacated if he shall be removed from office as hereinbefore provided

**15 PROCEEDINGS OF DIRECTORS**

15 1 Unless otherwise provided in any Relevant Agreement, the quorum for the transaction of the business of the directors shall be four, of whom two shall be A Directors and two B Directors and regulation 89 shall be varied accordingly

15 2 Appropriate complete minutes of each meeting of the directors shall be maintained by the Company and copies thereof distributed to the directors as soon as reasonably practicable after the meeting shall have been held

15 3 A director who is in any way whether directly or indirectly interested in a transaction or arrangement or proposed transaction or arrangement with the Company may vote in respect of any such transaction or arrangement or proposed transaction or arrangement or any matter arising thereout and if he did so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the directors at which any such transaction or arrangement or proposed transaction or arrangement shall come before the board of directors for consideration and may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof Regulations 94 to 97 shall not apply

15 4 The chairman of any meeting of the directors shall not be entitled to a second or casting vote Regulation 88 shall be modified accordingly

**16 BORROWING POWERS**

The directors may exercise all the powers of the Company to borrow money, and to mortgage or

charge its undertaking, property and uncalled capital, or any part thereof without liability, and subject as otherwise provided in these Articles 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

**17 ACCOUNTS AND INFORMATION**

Every member shall be entitled, either himself or through his agents duly authorised in writing, during the Company's normal hours of business to inspect and take copies of the books of account and all other records and documents of the Company and each of its subsidiaries on giving not less than 48 hours written notice to the secretary (or, if there is none for the time being, the chairman) The Company shall give each such member all such facilities as he may reasonably require for such purposes including the use of copying facilities The Company may make a reasonable charge for any copies taken but otherwise shall not charge for any facilities requested as aforesaid Regulation 109 shall not apply

**18 OVERRIDING PROVISIONS**

Notwithstanding the provisions of these Articles the directors shall be obliged, so far as may be permitted by law, to act in all respects in accordance with and give effect to any Relevant Agreement

**19 INDEMNITY**

Subject to the provisions of the Act, but without prejudice to an indemnity to which he may otherwise be entitled, every director, alternate director or secretary of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the proper execution of his duties or the proper exercise of his powers, authorities and discretions including, without limitation, a liability incurred defending proceedings (whether civil or criminal) in which judgment is given in favour or in which he is acquitted or which are otherwise disposed of without a finding or admission of material breach of duty on his part, or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company Regulation 118 shall not apply