

File Copy



CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company No. 07178191

The Registrar of Companies for England and Wales, hereby certifies that

LORIUS PRODUCTIONS PLC

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in ENGLAND/WALES

Given at Companies House, Cardiff, on 4th March 2010



N07178191L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **04/03/2010**



XS2DEI00

*Company Name
in full:* **LORIUS PRODUCTIONS PLC**

Company Type: **Public limited by shares**

*Situation of Registered
Office:* **England and Wales**

*Proposed Register
Office Address:* **15 GOLDEN SQUARE
LONDON
UNITED KINGDOM
W1F 9JG**

I wish to entirely adopt the following model articles: **Public**

Proposed Officers

Company Secretary 1

Type: **Person**

Full forename(s): SARAH

Surname: **CRUICKSHANK**

Former names:

Service Address:

Consented to Act: **Y** Date authorised: **04/03/2010** Authenticated: **YES**

Company Director **1**

Type: **Person**

Full forename(s): **NEIL ANDREW**

Surname: **FORSTER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **08/12/1970**

Nationality: **BRITISH**

Occupation: **NONE**

Consented to Act: **Y**

Date authorised: **04/03/2010**

Authenticated: **YES**

Company Director **2**

Type: **Person**

Full forename(s): **JAMES HENRY MICHAEL**

Surname: **CLAYTON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **04/01/1973**

Nationality: **BRITISH**

Occupation: **NONE**

Consented to Act: **Y**

Date authorised: **04/03/2010**

Authenticated: **YES**

Company Director **3**

Type: **Person**

Full forename(s): **MATTHEW TAYLOR**

Surname: **BUGDEN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **25/06/1967**

Nationality: **BRITISH**

Occupation: **NONE**

Consented to Act: **Y**

Date authorised: **04/03/2010**

Authenticated: **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	100.00
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.00
		<i>Amount unpaid per share</i>	0.00
<i>Prescribed particulars</i>	THE HOLDERS OF THE ORDINARY SHARES HAVE THE FOLLOWING RIGHTS: DIVIDENDS AC* DIVIDENDS (SUBJECT TO ANY FIXED CUMULATIVE PREFERENTIAL DIVIDENDS PAYABLE TO THE REDEEMABLE PREFERENCE SHAREHOLDERS) SHALL BE DIVIDED BETWEEN THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE TOTAL AMOUNT OF MONIES PAID UP ON THE SHARES. RETURN OF CAPITAL - THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE FIRST APPLIED TO REPAYING THE NOMINAL AMOUNTS PAID UP ON THE ORDINARY AND REDEEMABLE PREFERENCE SHARES AND THEN THE SURPLUS ASSETS WILL BE DIVIDED BETWEEN THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE TOTAL NUMBER OF ORDINARY SHARES HELD. VOTING RIGHTS - ONE VOTE ON A SHOW OF HANDS AND, ON A POLL, ONE VOTE FOR EVERY SHARE HELD.		
Class of shares	REDEEMABLE PREFERENCE	<i>Number allotted</i>	50000
		<i>Aggregate nominal value</i>	50000.00
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.00
		<i>Amount unpaid per share</i>	0.00
<i>Prescribed particulars</i>	THE HOLDERS OF THE REDEEMABLE PREFERENCE SHARES HAVE THE FOLLOWING RIGHTS: DIVIDENDS AC* TO RECEIVE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND FROM THE REVENUE PROFITS IN PRIORITY TO THE ORDINARY SHAREHOLDERS AT THE RATE OF 0.1% PER ANNUM ON THE NOMINAL AMOUNT, BUT CONFER NO OTHER RIGHT TO A DIVIDEND. RETURN OF CAPITAL AC* ON A WINDING UP CONFER THE RIGHT TO BE PAID OUT OF THE ASSETS AVAILABLE FOR DISTRIBUTION, THE NOMINAL AMOUNT PAID UP ON THE REDEEMABLE PREFERENCE SHARES AND IN PROPORTION TO THE AMOUNTS OF CAPITAL PAID UP TO THE ORDINARY SHAREHOLDERS, BUT DO NOT CONFER ANY RIGHT TO PARTICIPATE IN ANY SURPLUS ASSETS OF THE COMPANY. VOTING AC* CONFER NO RIGHT TO RECEIVE NOTICE OF, OR TO ATTEND OR VOTE AT GENERAL MEETINGS EXCEPT WHERE THE RIGHTS OF THE HOLDERS OF THE REDEEMABLE PREFERENCE SHARES ARE TO BE VARIED OR ABROGATED.		

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	50100
		<i>Total aggregate nominal value</i>	50100.00

Initial Shareholdings

Name: **INGENIOUS HOLDINGS LIMITED**

<i>Address:</i>	15 GOLDEN SQUARE LONDON UNITED KINGDOM W1F 9JG	<i>Class of share:</i>	ORDINARY
		<i>Number of shares:</i>	100
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1.00
		<i>Amount unpaid:</i>	0.00
		<i>Amount paid:</i>	1.00

Name: **INGENIOUS MEDIA INVESTMENTS LIMITED**

<i>Address:</i>	15 GOLDEN SQUARE LONDON UNITED KINGDOM W1F 9JG	<i>Class of share:</i>	REDEEMABLE PREFERENCE
		<i>Number of shares:</i>	50000
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1.00
		<i>Amount unpaid:</i>	0.00
		<i>Amount paid:</i>	1.00

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **INGENIOUS HOLDINGS LIMITED**

Authenticated: **YES**

Name: **INGENIOUS MEDIA INVESTMENTS LIMITED**

Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

**ARTICLES
OF ASSOCIATION
OF**

Lorius Productions plc

Registered Number:

Incorporated on:

The Company Secretary
Ingenious Media Holdings plc
15 Golden Square
London
W1F 9JG

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Lorius Productions plc

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Name of each subscriber

Authentication by each subscriber

Ingenious Media Investments Limited

Ingenious Holdings Limited

Dated: 4 March 2010