

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF TELL TALE HEART MOVIE LIMITED (Company Number 10112030)

(Adopted by special resolution passed on 23 May 2016)

AGREED TERMS

1. INTERPRETATION

1 1 In these Articles, the following words have the following meanings

A Share	an ordinary share of £1 in the capital of the Company designated as an A Share
Act	the Companies Act 2006,
Articles	the Company's articles of association for the time being in force,
B Share	an ordinary share of £1 in the capital of the Company designated as a B Share
Business Day	a day other than a Saturday, Sunday or public holiday in England when banks in the City of London are open for business,
Civil Partner	in relation to an individual shareholder, a civil partner as defined in the Civil Partnership Act 2004,
Conflict	a situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company,
Family Trusts	in relation to an individual shareholder, a trust or settlement set up wholly for the benefit of that individual shareholder (Settlor) and/or the Settlor's Privileged Relations,
holding company	has the meaning given in article 1 5,
Model Articles	the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (<i>SI 2008/3229</i>) as amended prior to the date of adoption of these Articles and reference to a numbered "Model Article" is a reference to that article of the Model Articles;
Subsidiary	has the meaning given in article 1 5;
Writing or written	the representation or reproduction of words, symbols or other

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information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise,

- 1 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have those meanings in these Articles but excluding any statutory modification of them not in force on the date when these Articles become binding on the Company
- 1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 A reference to a **holding company** or a **subsidiary** means a holding company or a subsidiary (as the case may be) as defined in section 1159 of the Act
- 1 6 Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time
- 1.7 A reference to a statute or statutory provision shall include all subordinate legislation made from time to time
- 1 8 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms
- 1 9 Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them

2. ADOPTION OF THE MODEL ARTICLES

- 2 1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation

- 2 2 Model Article 42 shall not apply to the Company

3. SHARE CAPITAL

- 3 1 The share capital of the Company shall be divided into A Shares, and B Shares

A Shares and B Shares shall be separate classes of shares and shall rank *pari passu* except for the rights set out in articles 4 and 5

Unless otherwise agreed in writing by the Shareholders, any new Shares issued to a holder of A Shares shall be A Shares and any new Shares issued to a holder of B Shares shall be B Shares

3.2 The Company shall not have power to issue share warrants to bearer

4 DIVIDENDS AND DISTRIBUTIONS

Allocation of dividends, distributions and returns of capital

All dividends, distributions and returns of capital (including the distribution of surplus assets on a winding up) shall be allocated as between the Ordinary A Shareholders (the 'A Shareholders') and the Ordinary B Shareholders (the 'B Shareholders'), as follows

- 1) firstly to the A Shareholders and the B Shareholders on a pro rata pari passu basis until the A and B Shareholders have received (taking into account all prior dividends, distributions and returns of capital and ignoring any change of ownership in the A Shares) an amount equal to £1.00 per A Share or, as applicable, B Share,
- 2) secondly, any further balance shall be paid to the A Shareholders and the B Shareholders with A Shareholders receiving 0.0001% and B Shareholders 99.9999%

For the purposes of the calculation of entitlement to dividends and distributions under this article any returns of capital will be deemed to be dividends and distributions made in accordance with this article

5. VOTING RIGHTS

The voting rights attached to the A and B Shares shall be as set out below -

Whatever the number of B shares in issue at any time the B shares shall confer upon the holders thereof the right (pro rata to the number of B shares held by each of them) to cast an aggregate of 51 per cent of the voting rights capable of being cast on all matters decided by vote at the general meetings of the Company with the result that the holders of the A Shares will control the Company will control the company

- (i) on a show of hands, every Shareholder holding one or more A Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote to be taken into account in determining the pro-rata allocation of the aggregate vote cast collectively by the A shareholders, and
- (ii) on a show of hands, every Shareholder holding one or more B Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote to be taken into account in determining the pro-rata allocation of the aggregate vote cast collectively by the B shareholders, and
- (iii) on a poll, every Shareholder holding one or more A Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each Share of which it is the holder to be taken into account in determining the pro-rata allocation of the aggregate vote cast collectively by the A shareholders

- (iv) on a poll, every Shareholder holding one or more B Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each Share of which it is the holder to be taken into account in determining the pro-rata allocation of the aggregate vote cast collectively by the B shareholders