



NLA media access limited
Mount Pleasant House,
Lonsdale Gardens,
Tunbridge Wells,
Kent, TN1 1HJ

Switchboard: 01892 525273

Registered in England and Wales
Company number 3003569

Name of Applicant: **NLA MEDIA ACCESS LIMITED**

Address of Applicant: MOUNT PLEASANT HOUSE
LONSDALE GARDENS
TUNBRIDGE WELLS
KENT
TN1 1HJ

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Jessie FUNG (Company Secretary)	NLA media access Limited Mount Pleasant House Lonsdale Gardens Tunbridge Wells Kent TN1 1HJ Tel: 01892 525 273

THE COMPANIES ACT 1985
AND THE COMPANIES ACT 2006

NLA MEDIA ACCESS LIMITED

ARTICLES OF ASSOCIATION*

*Amended by special resolution passed on 6 April 2016

TABLE A

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles ("Table A") shall, except where the same are excluded or varied by or inconsistent with these Articles, apply to the Company to the exclusion of all other regulations set out in any statute or statutory instrument concerning companies.

INTERPRETATION

2. In these Articles unless the context otherwise requires:

"2006 Act" means the Companies Act 2006;

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"body corporate" shall bear the same meaning as in Section 740 of the Companies Act 1985;

"the Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

a "director" includes a director howsoever appointed under these Articles ;

"member" means a shareholder whose name is entered in the register of members as the holder of the shares;

"Membership Rules" means the rules in force from time to time issued by the company governing and determining membership criteria and rights of NLA Members;

"NLA Member" means a person who at the relevant time is enrolled as a NLA Member of the Company pursuant to and in accordance with the Membership Rules;

"special contributors' director" means a director appointed as such under Article 16;

"Stock" means the Unsecured Loan Stock of the Company;

"subsidiary and holding company" shall bear the same respective meanings as in Section 736 Companies Act 1985;

a reference to a "Regulation" means that regulation in Table A;

every reference in Table A to "the Act" shall be construed as if the reference were to the Companies Acts;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such part (as the case may be);

where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

3. The share capital of the Company at the date of the adoption of these Articles is £1,000 divided into 1,000 ordinary shares of £1 each.

UNISSUED SHARE CAPITAL

4. In accordance with section 567(1) of the 2006 Act, sections 561 and 562 of the 2006 Act shall not apply to an allotment of equity securities (within the meaning of section 560 of the 2006 Act) by the Company.
5. The directors shall not offer or issue unissued shares in the Company to persons other than those who are NLA Members.

REDEEMABLE SHARES

6. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 shall not apply.

TRANSFER OF SHARES

7. Subject to Article 8 a share shall only be transferred to an NLA Member and no such transfer of any share shall be made or registered without the previous sanction of the directors who may in their absolute and unfettered discretion, without assigning any reason, refuse to give such sanction. If sanction shall not be given within eight weeks after the transfer is lodged for registration the sanction shall be deemed to have been refused at the expiration of such period and the transferee notified of such refusal. Regulation 24 shall be varied accordingly.
8. A member shall be entitled, without the sanction of the directors referred to in Article 7, to transfer its shareholding to a body corporate which is in relation to such member a subsidiary, a holding company or a subsidiary of such holding company (the "transferee"); provided that a member shall only be entitled to transfer its share in the Company to the transferee if, at the same time, all Stock held by it is also transferred to the transferee.

ALTERATION OF CAPITAL

9. The Company may from time to time by special resolution increase the share capital by such sum to be divided into shares of such amount as the resolution shall provide. Regulation 32 shall be varied accordingly.

PROCEEDINGS AT GENERAL MEETING

10. A. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a proxy for or a duly authorised representative of a member shall be a quorum. In default of a quorum the meeting shall (unless adjourned to such time and place as the directors may determine) be dissolved.

B. Regulations 39, 40 and 41 shall not apply.
11. At any general meeting a poll may be directed by the chairman or demanded by any member present by proxy or a duly authorised representative and Regulation 46 shall be varied accordingly.
12. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present by proxy or a duly authorised

representative shall have one vote and on a poll every member present by proxy or a duly authorised representative shall have one vote for each share of which it is the holder. Regulation 54 of Table A shall not apply.

POWER OF DIRECTORS

13. The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal, or otherwise in relation to the execution of documents by the Company, and such powers shall be vested in the directors. Any instrument to which an official seal is affixed or which is otherwise executed by the Company shall be signed by such persons, if any, as the directors may from time to time determine and unless otherwise so determined shall be signed by a director and by the secretary or a second director. Any such document shall be delivered at such time, and in such manner, as the directors may from time to time determine, and shall not be deemed to be delivered by the Company solely as a result of having been executed by the Company. Regulation 101 shall not apply.

NUMBER OF DIRECTORS

14. The number of directors shall not be less than two. Regulation 64 shall not apply.

ALTERNATE DIRECTORS

15. A member who has appointed a director pursuant to Article 18 may appoint any natural person to be an alternate director in the stead of the director appointed by it and may remove from office an alternate director appointed by it. An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a director but shall not be entitled to receive from the Company any fee in his capacity as an alternate director. An alternate director shall not be entitled to receive notice of meetings of directors or of committees of directors. Regulations 65 and 66 shall be varied accordingly.

SPECIAL CONTRIBUTORS' DIRECTOR

16. The directors shall appoint a person from time to time to be the special contributors' director to have regard to the interests of "special contributors" (as that term is used in the Company's scheme of royalty distribution for the time being). Such appoint shall be made upon such terms and subject to such conditions as the directors may think fit. The directors may in like manner remove any special contributors' director.

DELEGATION OF DIRECTORS' POWERS

17. The directors may delegate any of their powers to any committee consisting of such person or persons (whether directors or not) as they think fit. The directors may also entrust to and confer upon any director any of the powers exercisable by them. Any such delegation may be made upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and the directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of directors so far as they are capable of applying. Regulation 72 shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

18. Directors can be appointed to the board by:
- A. every member who may at any time and from time to time by a memorandum signed on its behalf by any two of its directors or of one of its directors and its secretary appoint any one natural person to be a director and may in like manner remove any director so appointed by it and appoint another in his place provided that no more than one director holding office by virtue of the exercise of the member of its powers pursuant to this

Article may hold office at any one time. Any such appointment or dismissal shall take effect at and from the time when the memorandum is lodged at the office or produced to a meeting of the directors.

- B. an ordinary resolution; or
 - C. the directors who may appoint any natural person to be a director and may fix his remuneration and may delegate to any such director any of the powers authorities and discretions vested in the directors, with power to sub-delegate, and any such appointment or delegation may be made upon such terms and subject to such conditions as the directors may think fit, and the directors may remove the person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be effected hereby.
19. No director shall be required to retire or vacate his office or be ineligible for reappointment as a director, nor shall any person be ineligible for appointment as a director, by reason of his having attained any particular age.
20. Regulations 76 to 79 (inclusive) shall not apply.
21. The office of a director shall be vacated in any of the events following, namely:
- 1) if he resigns his office by notice in writing delivered to the registered office of the Company or tendered to a meeting of the directors; or
 - 2) if he becomes of unsound mind or a patient for the purposes of any statute relating to mental health and the directors resolve that his office is vacated; or
 - 3) if he becomes bankrupt or compounds with his creditors; or
 - 4) if he is prohibited from being a director by law or by the order of any court or tribunal of competent jurisdiction; or
 - 5) if all (but not some only) of his co-directors so request in writing to him; or
 - 6) if he be removed in accordance with Article 16 or 18,
- Regulation 81 shall not apply.

DIRECTORS' REMUNERATION

22. Directors appointed under Article 18C shall be entitled to such remuneration as the company's board may determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day. All other directors shall not be entitled to any remuneration for their services as such.

PROCEEDINGS OF DIRECTORS

23. A. It shall be necessary to give notice of a meeting to a director whether or not he be absent from the United Kingdom at such address in the United Kingdom as he may have given to the Company for this purpose, unless such director is appointed pursuant to Article 18A in which it shall only be valid if it is addressed to him at the premises of the member that he represents Regulation 88 of Table A shall be varied accordingly
- B. In the case of an equality of votes at any meeting of the directors the chairman shall have a casting vote.
- C. Where a matter has been referred to the Board, a director shall be entitled to consult with the member, or, being an additional director appointed by NLA Members to consult with relevant constituent NLA Members by whom he was appointed and, subject to all

his fiduciary duties, to vote in accordance with the directions of such member or such NLA Members.

24. Any member or any director appointed pursuant to article 18A, may, and the secretary at the request of any of them shall, call a meeting of the directors.
25. A. The quorum necessary for the transaction of the business of the directors shall be two directors. Regulation 89 shall be varied accordingly.
- B. Any director who ceases to be a director at a meeting of directors may continue to be present and to act as a director and be counted in the quorum until the termination of the meeting if no other director objects and if otherwise a quorum of directors would not be present.
- C. A director shall be treated as present in person at a meeting of the directors if he is in communication with the meeting by conference telephone or other communication equipment permitting those attending the meeting to hear one another. Such director shall be counted in the quorum of the meeting and shall be entitled to vote thereat. A meeting of the directors to which this Article applies shall be deemed to take place where the majority of those participating is assembled or, if there is no majority, at the place where the chairman of the meeting is present.

PARTICIPATING AND VOTING WHEN DIRECTOR INTERESTED

26. A. A director shall not be counted as participating for quorum and voting purposes in a decision at a directors' meeting to authorise a matter for the purposes of section 175 of the 2006 Act if, in accordance with section 175(6) of the 2006 Act, the matter is such that the authorisation would only be effective if:
- a. any requirement as to the quorum at the directors' meeting at which the matter is considered is met without him counting; and
- b. the matter was agreed to without him voting or would have been agreed to if his vote had not been counted.
- B. Without prejudice to the obligations of any director:
- a. to disclose any interest in proposed or existing transactions or arrangements with the Company in accordance with the Companies Acts; and
- b. to disclose any interest in accordance with Article 28,
- and subject always to Article 26A and the terms on which any authorisation by the directors for the purposes of section 175 of the 2006 Act has been given, a director shall be counted as participating for quorum and voting purposes in any decision at a directors' meeting that is concerned with a matter in which he has, directly or indirectly, an interest. Regulations 94 to 98 (inclusive) shall not apply.
- C. Subject to Article 26D, if a question arises at a directors' meeting as to the right of a director to be counted as participating for quorum or voting purposes in the meeting (or part of the meeting), the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- D. If any question arises at a directors' meeting as to the right of the chairman to be counted as participating for quorum or voting purposes in the meeting (or part of the meeting), the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating for quorum or voting purposes.

DIRECTORS' INTERESTS

Transactions or arrangements with the Company

27. Subject to compliance with the Companies Acts (including sections 177 (Duty to declare interest in proposed transaction or arrangement) and 182 (Declaration of interest in existing transaction or arrangement) of the 2006 Act), a director may be a party to, or otherwise (directly or indirectly) interested in, any transaction or arrangement with the Company.

Directors' conflicts of interest

28. A. Provided that a director has declared the nature and extent of his interest (other than a non disclosable interest) to the other directors, he shall be authorised for the purposes of section 175 of the 2006 Act:

- a. to hold office as a director or other officer of, be employed or engaged by, hold shares or other securities in, or otherwise be interested in, whether directly or indirectly, any group undertaking of the Company or any other undertaking in which the Company is otherwise (directly or indirectly) interested;
- b. to participate in any scheme, transaction or arrangement for the benefit of employees or former employees of the Company or any group undertaking of the Company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme);
- c. to act as a trustee of any scheme for the benefit of employees or former employees of the Company or any group undertaking of the Company (including any pension, retirement, death or disability scheme or other bonus or employee benefit scheme);
- d. to enter into, or otherwise be interested in, any transaction or arrangement in which the Company is (directly or indirectly) interested (other than a transaction or arrangement with the Company); and
- e. to be a party to any transaction or arrangement with any group undertaking of the Company or any other undertaking in which the Company is otherwise (directly or indirectly) interested.

A "non disclosable interest" is an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest or one that the other directors are already aware of or ought reasonably to be aware of.

- B. The following provisions of this Article apply to any authorisation of a matter by the directors for the purposes of section 175 of the 2006 Act:

- a. an authorisation may extend to any actual or potential conflict of interest (including a conflict of interest and duty and a conflict of duties) which may reasonably be expected to arise out of the matter so authorised;
 - b. an authorisation shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, and may be terminated by the directors at any time; and
 - c. a director must comply with any obligations imposed on him by the directors pursuant to any authorisation.
- C. If a matter, office, employment, position, transaction or arrangement or interest has been authorised either pursuant to Article 28A. or by the directors in accordance with section 175 of the 2006 Act, then the director in question shall not be required to disclose to the Company any confidential information relating to such matter, office, employment,

position, transaction or arrangement or interest, or to use such information in relation to the Company's affairs, if to do so would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, office, employment, position, transaction or arrangement or interest.

29. A. Subject always to the obligation of the director to disclose his interest in proposed or existing transactions or arrangements with the Company in accordance with the Companies Acts:
- a. a director shall not be accountable to the Company for any profit, remuneration or other benefit which he (or a person connected with him as defined in section 252 of the 2006 Act) derives from or in connection with any interest (whether directly or indirectly) in any transaction or arrangement with the Company;
 - b. no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest, profit, remuneration or benefit; and
 - c. the receipt of any such profit, remuneration or other benefit shall not constitute a breach of his duty under section 176 of the 2006 Act.
- B. Subject always to the obligation of the director to disclose his interest in accordance with Article 28A. and to the terms on which any authorisation for the purposes of section 175 of the 2006 Act has been given:
- a. a director shall not be accountable to the Company for any profit, remuneration or other benefit which he (or a person connected with him as defined in section 252 of the 2006 Act) derives from or in connection with anything authorised pursuant to Article 28A. or by the directors for the purposes of section 175 of the 2006 Act;
 - b. no such thing authorised shall be liable to be avoided on the grounds of any such interest, profit, remuneration or benefit; and
 - c. the receipt of any such profit, remuneration or other benefit shall not constitute a breach of his duty under section 176 of the Act.
30. A director other than a director or the special contributors' director shall be entitled to disclose to any body corporate of which he is an employee or any subsidiary or holding company thereof or subsidiary of any such holding company (any such body or company being hereinafter called "the director's employer") any matter or information becoming available or known to him by reason of his office of director. Subject to the provisions of these Articles and to the extent permitted by law, a director shall be entitled to take into account the interests of the director's employer when acting as a director and exercising the powers and discretions available to him as such.

NOTICES

31. In Regulations 53 and 93 and these Articles "writing" shall be deemed to include photocopy, facsimile and other methods of reproducing or communicating writing in visible form.
32. Any notice or other document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid letter addressed to such member at its registered address as appearing in the register of members (whether or not such address is within the United Kingdom), or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the member concerned. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the member is then in liquidation or dissolved or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof.

33. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company provided that any member may in writing waive notice of any meeting either prospectively or retrospectively and if it shall do so it shall be no objection to the validity of such meeting that notice was not given to it. Regulations 112, 115 and 116 shall not apply.

WINDING UP

34. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 shall not apply.

INDEMNITY

35. Subject to the provisions of the Companies Acts, the Company may purchase and maintain for every director, alternate director, auditor, secretary or other officer of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and (whether or not any such insurance is effected) every such person shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 shall not apply.