

## THE COMPANIES ACTS 1948 - 1976

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**COMPANY LIMITED BY SHARES**

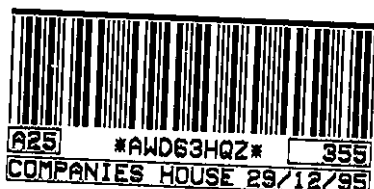
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**ARTICLES OF ASSOCIATION****OF****BBC WORLDWIDE LIMITED****PRELIMINARY**

1. In these Articles:-
  - (1) "Part I" means the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948
  - (2) "Part II" means the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948
  - (3) Except where otherwise specifically provided any reference to a "regulation" is a reference to a regulation contained in Part I
2. The company is a private company and regulation 2 in Part II shall apply
3. The regulations contained in Part I shall apply subject as hereinafter provided

**INTERPRETATION**

4. Regulation 1 shall apply to the interpretation of these Articles



## SHARE CAPITAL AND VARIATION OF RIGHTS

5. Regulation 3 shall not apply. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the company are liable to be redeemed.

6. Subject to Article 7 and to regulation 2 of Part II, the shares shall be at the disposal of the directors, who may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount except as provided by section 57 of the Act.

7. Unless otherwise decided by ordinary resolution any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the company. The directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the directors be conveniently offered in manner hereinbefore provided.

## LIEN

8. In regulation 11 the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

## TRANSFER OF SHARES

9. Regulation 22 shall be modified so that the instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee.

10. Regulation 24 shall not apply. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

## PROCEEDINGS AT GENERAL MEETINGS

11. Regulation 53 shall not apply, but instead regulation 4 of Part II shall apply.

12. In regulation 58 the words "or not carried by a particular majority" shall be inserted after the words "or lost".

13. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an ordinary resolution duly passed at a general meeting of the company duly convened and held, and may consist of several documents in similar form each signed by one or more members.

## DIRECTORS

14. Regulation 75 shall not apply and unless otherwise resolved by the company in general meeting the directors shall not be less than two in number. The first directors shall be appointed in writing by the subscribers to the Memorandum of Association.

15. A director may hold any other office or place of profit under the company (except that of auditor) in conjunction with his office of director and may act in a professional capacity to the company, on such terms as to remuneration and otherwise as the directors shall arrange.

16. Regulation 77 shall not apply and no share qualification shall be required for a director.

17. Regulation 78 shall not apply and a director may be or become a director or other officer of or otherwise interested in, any company promoted by the company or in which the company may be interested as a member or otherwise, and such director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company unless the company otherwise directs. The directors may exercise the voting power conferred by the shares in any other company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of them directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

## BORROWING POWERS

18. Regulation 79 shall not apply and 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, and 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 other person.

## POWERS AND DUTIES OF DIRECTORS

19. (1) Regulation 84 shall not apply and no director shall be disqualified by his office from contracting with the company either as vendor, purchaser or otherwise, nor shall any such contract, or any contract, matter or arrangement entered into by or on behalf of the company in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract, matter or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established. The nature of a director's interest in a contract or proposed contract with the company must be declared by him at the meeting of the directors at which the question of entering into the contract, matter or arrangement is first taken into consideration, or, if the director was not at the date of that meeting interested in the proposed contract, matter or arrangement, but becomes interested in the contract after it is made, such declaration shall be made at the next meeting of the directors held after he became so interested. A general notice to the directors by a director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such director shall give the same at a meeting of the directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement under this Article and after such general notice it shall not be necessary to give any special notice relating to any particular contract, matter or arrangement with such firm or company.

(2) A director may as a director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the company or in which he shall be in any way interested.

20. The obligation imposed by regulation 86 that "every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall not apply.

21. Regulation 87 shall not apply and the directors may exercise any of the powers in relation to pensions, superannuation funds, donations, gratuities and allowances conferred on the company by its Memorandum Provided that the directors shall not be entitled without the previous sanction of an ordinary resolution of the company to exercise the powers conferred by this Article in favour of any person who is or was a director of the company, but who does not hold or has not held any salaried employment or office in the company or in favour of the wife, widow, husband, widower, family or dependants of any such person.

#### DISQUALIFICATION OF DIRECTORS

22. Regulation 88 shall not apply and the office of director shall be vacated if the director:-

(1) By notice in writing to the company resigns the office of director

(2) Becomes bankrupt or makes any arrangement or composition with his creditors generally

(3) Becomes prohibited from being a director by an order made under section 188 of the Act

(4) Becomes of unsound mind

(5) Is removed from office by a resolution duly passed under section 184 of the Act or by instrument in writing signed by a member or members holding a majority in nominal amount of the issued ordinary shares for the time being of the company.

23. Any person may be appointed or elected as a director, whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### ROTATION OF DIRECTORS

24. Regulations 89 to 94 inclusive shall not apply.

25. In regulation 95 the words "but shall not be taken into account in determining the directors who are to retire by rotation" shall be omitted.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

26. Regulations 96 and 97 shall not apply. At any time and from time to time a member or members holding a majority in nominal amount of the issued ordinary shares for the time being of the company shall have power (without prejudice to the powers of the directors under regulation 95) to appoint any person or persons as director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the company.

#### PROCEEDINGS OF DIRECTORS

27. Regulation 102 shall not apply. The directors may delegate any of their powers to committees consisting of:

- (a) any of their number, and/or
- (b) such other person or persons whether or not employees of the company as they think fit;

provided that a person who is not a director of the company within the meaning of that word as used in the Companies Act 1985 shall not by reason of his membership of a committee established pursuant to this Article be or be deemed to be such a director and shall not be entitled to attend or be present at any meetings of the board of directors of the company or any other committee of the directors unless the directors shall require him to be in attendance.

Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the board of directors of the company.

28. A director shall have the power from time to time by notice in writing to the company to appoint any person (who may be a person who is already a director and who, if he is not, shall be subject to the approval of the other directors) to act as an alternate director in his place at all meetings, in all proceedings in which and on all occasions when he does not himself act, and may in similar manner remove any person so appointed from office. An alternate director may also be removed from office by notice in writing to the company given by the co-directors of the director by whom he was appointed. An alternate director shall not be required to hold any qualification or be entitled to any remuneration from

the company, but he shall be entitled while holding office to receive notice of meetings of directors and to attend and vote thereat in place of and in the absence of the director appointing him and to attend and speak at any general meeting of the company, and at any separate meeting of the holders of any class of shares in the company. An alternate director shall ipso facto vacate office if and when the director nominating him vacates office as a director. If a director is appointed as an alternate director he shall have a vote as an alternate director in addition to any other vote or votes to which he may be entitled.

29. Regulation 106 shall not apply and a resolution in writing signed by all the directors for the time being shall be as effective as a resolution passed at a meeting of the directors duly convened and held and may consist of several documents in similar form each signed by one or more of the directors and signature in the case of a body corporate which is a director shall be sufficient if made by a director thereof or its duly appointed attorney.

#### ACCOUNTS

30. In regulation 127 the words "and shall have effect only subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

#### WINDING UP

31. In regulation 135 the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories".

#### INDEMNITY

32. Regulation 136 shall not apply but each director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his office or in relation thereto. This Article shall have effect only in so far as its provisions are not avoided by section 205 of the Act.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Dated this 14th day of February 1979 .

Witness to the above signatures:-

Bernard Antony Jennings,  
Broadcasting House, Portland Place, London W1A 1AA, Solicitor.