

A Private Company Limited by Shares

## New Articles of Association

# Hammer Films Legacy Limited

(Company Number 00464538)

Adopted by special/written resolution passed on 10 August 2023

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## 1. Preliminary

### 1.1 Interpretation

- (a) In these Articles the following expressions have the following meanings unless the context otherwise requires:

“Act” the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

“Regulation” a regulation contained in Table A (except where otherwise specifically provided),

“Table A” the regulations contained in Table A as defined in section 8 of the Act

- (b) In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders, words importing persons include corporations and the expression “paid up” includes credited as paid up.

### 1.2 Applicability of Table A

- (a) Table A shall apply to the Company Subject to the modifications and additions made by these Articles.
- (b) Regulations 6, 24, 40, 42, 43, 50, 64, 65-69 (inclusive), 73-82 (inclusive), 84-90 (inclusive), 94-97 (inclusive), 99, 109-ii2 (inclusive), 115 and 118 of Table A shall not apply to the Company.

### 1.3 Status of the Company

The Company is a private company.

## 2. Shares

### 2.1 Share Capital

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 (the “Ordinary Shares”).

### 2.2 Authority to Allot Shares

- (a) Subject to paragraphs (b) to (d) (inclusive) below and any directions which may be given by the Company in general meeting the directors are generally and unconditionally authorised to exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and, without prejudice to the generality of the foregoing, any shares unissued at the date of the adoption of these Articles and any other shares hereafter created shall be under the control of the directors, who may allot, grant options over or otherwise

dispose of the same to such persons (including the directors themselves) on such terms and at such times as they may think proper.

- (b) The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over or otherwise deal with or dispose of (Subject always to the provisions of this Article) shall be the amount of the authorised but unissued capital on the date of the adoption of these Articles or such other amount as shall be authorised by the Company in general meeting.
- (c) The authority conferred on the Directors by this Article shall expire on the day preceding the fifth anniversary of the date of the adoption of these Articles.
- (d) No shares shall be issued at a discount.

## 2.3 Disapplication of Pre-emption Rights

Section 89(i) and sections 90(i) to 90(6) (inclusive) of the Act shall not apply to the Company.

## 2.4 Share Certificates

Every member, upon becoming the holder of any shares in the Company, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the Directors may determine. Every certificate shall be either signed by two Directors or by a Director and the Secretary or sealed with the seal of the Company and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

## 2.5 Transfer of Shares

Subject to Article 2.6, the Directors may decline to register any transfer of any ordinary share on which the Company has a lien or any transfer of any share, whether or not a fully-paid share, to a person of whom they shall not approve.

## 2.6

- (a) In this Article:
  - (i) a “Relevant Transfer” means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power; and

- (ii) a “Secured Party” means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person.
- (b) The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt.
- (c) There is no requirement that any shares the subject of a Relevant Transfer should be offered to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise to require any such shares to be transferred to them.
- (d) The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of any Secured Party.
- (e) If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies.

## 2.7 Capitalisation of Profits and Reserves

- (a) The Company in General Meeting may on the recommendation of the Directors and Subject to the proviso hereinafter contained resolve to capitalise any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts or profit and loss or share premium account or any other amount which is available for distribution and is not required for payment of a dividend on any shares carrying a preferential right to dividend and to resolve that such sum be applied either in or towards paying up any amount for the time being unpaid on any shares held by the members of the Company who would have been entitled to such sum if distributed by way of dividend and in the same proportions or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.
- (b) A share premium account or a capital redemption reserve and any reserve or profit and loss account which is not available for distribution may, for the purposes of this Article, only be applied in paying up in full unissued shares to be allotted to members of the Company as fully paid bonus shares.

## 3. Proceedings at General Meeting

### 3.1 Quorum

No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon. For so long as there shall be two or more members of the Company then two members present in person or by proxy or (if a corporation) by a duly authorised representative shall be a quorum and for so long as there shall be only one member then one member present in person or by proxy or (if a corporation) by a duly authorised representative shall be a quorum.

### 3.2 Chairman

The chairman at every general meeting of the Company shall be a Director appointed from time to time to act as such by the holders of the majority of the ordinary shares. If for any reason a chairman has not been so appointed, then in respect of each general meeting of the Company a chairman shall be appointed by the majority of the holders of ordinary shares present at such meeting in person or by proxy or (being a corporation) by a duly authorised representative.

### 3.3 Chairman's Casting Vote

If on a show of hands or on a poll there shall be an equality of votes on any matter put to a general meeting then the chairman shall have a casting vote in addition to any other vote he may have.

## 4. Powers of Directors to Borrow Money

The Directors may exercise all powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets and rights and uncalled capital or any part thereof and, subject to the provisions of the Act, to create and issue debentures, debenture stock, mortgages, charges and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## 5. Board of Directors

### 5.1 Number of Directors

There shall be no maximum number of Directors and the minimum number of Directors shall be one.

### 5.2 Appointment of Directors

- (a) The directors may appoint any person who is willing to act to be a director either to fill a vacancy or as an additional director.
- (b) Any member holding Ordinary Shares whose aggregate nominal value amounts to more than half of the aggregate nominal value of all Ordinary Shares in issue from time to time which confer a right to vote at general meetings shall be entitled by notice in writing to the Company to appoint any person willing to act to be a director to fill any vacancy or as an additional director. A notice of appointment of a director pursuant to this paragraph shall take effect upon the earlier of lodgement at the registered office of the Company, delivery to a meeting of the Directors and delivery to the Secretary.

### 5.3 Removal of Directors

Any member entitled to appoint a director under Article 5 2(b) may by like notice to remove any director (whether or not appointed under Article 5 2(b)). A notice of removal of a director pursuant to this Article shall take effect upon the earlier of lodgement at the registered office of the Company, delivery to a meeting of the Directors and delivery to the Secretary.

### 5.4 Automatic Disqualification as Director

The office of a director shall be vacated:

- (a) If by notice in writing to the Company, the occupant of such office resigns such office;
- (b) if he shall for more than 6 months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
- (c) if he becomes bankrupt or enters into any arrangement with his creditors generally;
- (d) if he is prohibited from being a director by an order made under any provision of the Act or any other Act of Parliament;
- (e) if he becomes of unsound mind;
- (f) if he is removed from office under Section 303 of the Act; or
- (g) if he is removed from office pursuant to Article 5.3.

#### 5.5 No Obligatory Retirement of Directors

The Directors shall not be liable to retire by rotation.

#### 5.6 Managing or Executive Directors

- (a) The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and upon such terms as shall be thought fit, and Subject to the provisions of any agreement entered into in any particular case, may revoke such appointment A Director so appointed to any executive office shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) ipso facto cease to hold such office if he ceases from any cause to be a Director.
- (b) The Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration whether by way of salary, commission or participation in profits or otherwise (either in addition to or in lieu of his remuneration as a Director), as the Directors may determine.
- (c) The Directors may entrust to and confer upon a Managing Director, Manager or other executive officer as aforesaid any of the powers exercisable by them upon such terms and conditions with such restrictions as they think fit and may from time to time withdraw, alter or vary all or any of such powers.

#### 5.7 No Shareholding Qualification

A director shall not be required to hold any share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of the Company and at any separate general meeting of the holders of any class of shares in the capital of the Company.

6. Company Secretary

- (a) Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.
- (b) The Directors may appoint one or more persons as they may think fit, to be an assistant Secretary to the company and each such person shall have full power to act in the place of the Secretary to the Company and shall be appointed for such term, at such remuneration and upon such conditions as the Directors may think fit, and any assistant Secretary so appointed may be removed by the Directors.

7. Interests of Directors

- (a) Subject to the provisions of the Act, a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditors of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefore.
- (b) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

8. Alternate Directors

- (a) Each director shall have the power to nominate any other director or any person approved for that purpose by a resolution of the Directors to act as alternate director at meetings of the directors in his place during his absence and, at his discretion, to revoke such nomination.
- (b) Any appointment or removal of an alternate director shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.
- (c) An alternate director shall on the terms provided in Article 9 be entitled to receive notice of meetings of the directors and to attend and vote at any such meeting and to perform thereat all the functions of his appointor. An alternate director shall have one vote for each director he represents, in addition to his own vote if he is a director, but he shall not be counted more than once in the quorum. If his appointor is for the time being absent from the United Kingdom or otherwise not available the appointee's signature to any resolution in writing of the director's shall be as effective as the signature of his appointor. An alternate director shall be deemed to be a director for the purpose of signing instruments to which the seal is affixed and regulation 101 of Table A shall be modified accordingly. Save as aforesaid, an alternate



Director shall not have power to act as a director nor shall he be deemed to be a director for the purposes of these Articles.

- (d) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutandis as if he were a director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct.
- (e) An alternate director shall ipso facto cease to be an alternate director if his appointer ceases for any reason to be a director.

## 9. Proceedings of Directors

### 9.1 Power to regulate own proceedings

Subject to the provisions of these Articles and the Act, the Directors shall regulate their meetings as they think fit.

### 9.2 Quorum

For so long as there shall be more than one Director two Directors shall be a quorum. If however there is only one Director he may exercise all the powers and authorities vested in the Directors by these Articles.

### 9.3 Voting

Questions arising at a meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a casting vote.

### 9.4 Written Resolutions of Directors

The written resolution referred to in Regulation 93 may consist of several documents in a like form each signed by one or more of the Directors..

### 9.5 Meetings by Telephone/Video Conference

Any Director may participate in a meeting of the Directors or a committee of Directors by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in the quorum. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is located.

## 10. Directors' Benefits

### 10.1 indemnity

Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 144 or Section 727 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. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

### 10.2 Insurance

The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

### 10.3 Retirement Benefits

The directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

## 11. Members' Right to Inspect Records

Any member shall be entitled at any time to inspect any accounting records or other books or documents or records of the Company without charge.

## 12. Notices

- (a) Any notice to be given to a person pursuant to these Articles (other than a notice to be given to a Director for the purpose of calling a meeting of the Directors) shall be:
  - (i) given in writing and sent in accordance with paragraphs (b) and (c) below to the address for service notified from time to time by him to the secretary or, (if there is none at that time) to the chairman of the board of directors and if no such address has been so notified then such notice shall be sent to the relevant person at his last known address; or
  - (ii) given using electronic communications and sent to an address for the time being notified for that purpose to the person giving the notice.
- (b) If a notice is to be given in writing and sent to a person at an address outside the United Kingdom then it shall be sent by courier or facsimile transmission and any notice so sent by courier shall be deemed to have been given when it is delivered and any notice so given by

facsimile transmission shall be deemed to have been given on receipt of a successful transmission report.

- (c) If a notice is to be given in writing and sent to any person at an address within the United Kingdom it may be given either by sending it by pre paid first class post in an envelope addressed to the relevant person at the relevant address or by leaving it at that address and any notice so sent by post shall be deemed to have been given 48 hours after the envelope containing it was put into the post and any notice so left at the relevant address shall be deemed to have been given when it was so left.