

Dated

2024

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION



BLANDY & BLANDY
solicitors

One Friar Street
Reading
Berkshire
RG1 1DA

TABLE OF CONTENTS

1.	Interpretation	1
2.	RTL Articles.....	2
3.	Appointment and removal of directors	2

1.2 Unless expressly provided otherwise in these Articles, words and expressions which have particular meanings in the RTL Articles shall have the same meaning in these Articles.

2. RTL Articles

2.1 Unless expressly provided otherwise in these Articles, the provisions of the RTL Articles will remain in full force and apply to the Company in all aspects.

2.2 Any references to “the Company” in the RTL Articles will apply to the Company as defined in these Articles.

2.3 Any references to “the shareholders” in the RTL Articles will apply to RTL as the sole shareholder of the Company.

2.4 Any references to “the Council” in the RTL Articles will continue to apply throughout these Articles.

3. Appointment and removal of directors

3.1 A Controlling Shareholder may at any time and from time to time by notice in writing to the Company appoint one or more executive directors of RTL to be a director or directors of the Company and to remove any director or directors from office (whether or not appointed pursuant to this article 3).

3.2 Model Article 18 shall be amended by the inclusion of the words "notification of the director's removal is received by the Company from a Controlling Shareholder pursuant to Article 8.1" as a new paragraph (g) at the end of that Model Article.

3.3 Any removal of a director pursuant to article 3.1 shall be without prejudice to any claim for breach of contract under any employment agreement between the Company and the director so removed.

[RTL ARTICLES TO BE INSERTED AS AN APPENDIX TO THESE ARTICLES]