

## CHAIRMAN'S LETTER

### **Vitesse Media plc**

Registered in England and Wales  
No 2607995

*Registered Office:*

20 Blackfriars Lane  
London  
EC4V 6HD

**To Ordinary Shareholders and, for information only, to holders of options over Ordinary Shares in the Company.**

22 July 2009

Dear Shareholder

#### **Notice of Annual General Meeting 2009 and proposed capital reorganisation and adoption of New Articles**

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at the offices of Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN on Friday, 14 August 2009, at 11.00 a.m. The formal notice of Annual General Meeting is set out on pages 4 to 6 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our Registrars as soon as possible. They must receive it by 11.00 a.m. on Wednesday, 12 August 2009.

In addition to the routine business of the AGM, there are a number of items of special business to be transacted, as summarised and explained below:

#### **Increase of Share Capital (Resolution 7)**

This resolution increases the authorised share capital of the Company to ensure that sufficient unissued shares are available to accommodate any new share issues envisaged by the Board.

#### **Proposed Capital Reorganisation (Resolutions 8 and 9)**

The Board is of the view that during the next twelve months a number of opportunities may emerge requiring more working capital or more funds for acquisition which would be to the advantage of shareholders. The current share price is close to the nominal value of the Ordinary Shares and as the Company is not permitted to issue Ordinary Shares at a discount to nominal value, the Board considers that the company's share capital should be reorganised.

Accordingly to provide the flexibility required above, it is proposed to sub-divide each issued Existing Ordinary Share with a nominal value of ten pence (10p) each into one New Ordinary Share with a nominal value of 1p and one Deferred Share with a nominal value of nine pence (9p). It is also proposed to sub-divide each unissued Existing Ordinary Share into ten New

Ordinary Shares of one penny (1p). The rights attaching to the New Ordinary Shares will be as set out in the New Articles, *The Deferred Shares will effectively carry no rights (other than minimal rights on a winding up) so that the equity value of the Company will effectively be attributed entirely to the New Ordinary Shares.*

*As each issued Existing Ordinary Share will be replaced by one issued New Ordinary Share, all existing share certificates will remain valid. The interests of holders of Existing Ordinary Shares (both in terms of their economic interest and voting rights) will not be affected by the Capital Reorganisation.*

Following the Capital Reorganisation each shareholder will hold the same number of New Ordinary Shares as Existing Ordinary Shares that they held. No shares certificates will be distributed in respect of the Deferred Shares and they will not be admitted to trading on AIM. The Board may, at an appropriate time and subject to obtaining the necessary shareholder approval, make an application to the Court for the Deferred Shares to be cancelled.

### **General authority to allot shares (Resolution 10)**

This resolution renews the existing authority of the directors to exercise the power of the Company to allot shares pursuant to section 80 of the Companies Act 1985.

The effect of this resolution is to permit the directors to allot relevant securities until the Annual General Meeting in 2010 or 14 November 2010, whichever is the earlier, up to a nominal value of £85,345.00. This represents one third of the Company's issued ordinary share capital as at 30 June 2009 assuming Resolutions 8 and 9 are passed.

### **Authority to allot shares for cash and to disapply pre-emption rights (Resolution 11)**

This resolution, which will be proposed as a special resolution, renews the directors' authority to allot, grant options over, or otherwise deal with, equity securities in the Company for cash without first offering such shares to existing shareholders until the earlier of the Annual General Meeting in 2010 or 14 November 2010, up to an aggregate nominal amount of £50,000.00 being approximately 19.5% of the nominal value of the Company's issued ordinary share capital as at 30 June 2009 assuming Resolutions 8 and 9 are passed.

The directors would principally intend using this authority in an institutional placing of shares for the purposes of funding or assisting in the funding of any opportunities which present themselves, including the provision of working capital or cash acquisition opportunities. The directors believe that this authority will enable them to raise funds quickly and efficiently should market conditions permit. The directors intend to seek the renewal of this authority at future Annual General Meetings.

### **Notice of General Meetings (Resolution 12)**

The Shareholder Rights Directive is intended to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 days' notice. We are proposing a resolution at the AGM so that we can continue to be able to do so after the Directive is implemented.

### **Proposed Adoption of New Articles of Association (Resolution 13)**

We are also asking shareholders to approve a number of amendments to our articles of association primarily to reflect the provisions of the Companies Act 2006. An explanation of the main changes between the proposed and the existing articles of association is set out in the appendix on pages 9 and 10 of this document.

### **Action to be taken by Shareholders**

Shareholders will find enclosed with this document a form of proxy for use at the AGM. Whether or not you intend to be present at the AGM (or any adjournment thereof) you are requested to complete, sign and return the form of proxy in accordance with the instructions printed on it so as to be received by the Company's registrars, Share Registrars Proxies, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL, as soon as possible but in any event not later than 11.00 a.m. on Wednesday, 12 August 2009. The completion and return of the form of proxy will not preclude you from attending and voting at the meeting, should you so wish.

### **Recommendation**

**The Directors consider that all the resolutions to be put to the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. They recommend that you vote in favour of the resolutions set out in the notice of meeting as they intend to do in respect of their own beneficial holdings.**

Yours sincerely

**Sara Williams**  
**Chairman**

Inspection of documents:

The following documents will be available for inspection at Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN until the time of the AGM and at the AGM location from 15 minutes before the AGM until it ends:

- copies of the executive directors' service contracts
- copies of letters of appointment of the non-executive directors
- a copy of the proposed new articles of association of the Company, and a copy of the existing articles of association marked to show the changes being proposed in resolution 13.

## NOTICE OF ANNUAL GENERAL MEETING

### VITESSE MEDIA PLC

*(Registered in England & Wales No. 2607995)*

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of the above named company will be held at offices of Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN on Friday, 14 August 2009, at 11.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out below. Resolutions 11 to 13 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

#### Ordinary resolutions

1. THAT the report of the directors and the financial statements for the year ended 31 January 2009 be received.
2. THAT Sara Williams be re-elected as a director of the Company.
3. THAT Nicola Baker be re-elected as a director of the Company.
4. THAT Andrew Brode be re-elected as a director of the Company.
5. THAT Baker Tilly LLP be reappointed auditors of the Company, to hold office until the next general meeting at which accounts are laid.
6. THAT the directors be authorised to determine the auditors' remuneration.
7. THAT the authorised share capital of the Company be increased from £3,000,000 to £3,500,000 by the creation of 5,000,000 Ordinary shares of £0.10 each ranking pari passu in all respects with the existing Ordinary shares of £0.10 each in the capital of the Company.
8. THAT each of the 25,603,787 issued existing Ordinary Shares of £0.10 each in the capital of the Company (the "**Existing Ordinary Shares**") be and is hereby sub-divided into and reclassified into one new ordinary share of £0.01 (a "**New Ordinary Share**") and one deferred share of £0.09 each (a "**Deferred Share**"), in each case having the rights and being subject to the restrictions contained in the New Articles (adopted pursuant to Resolution 13 below).
9. THAT subject to the passing of resolution No. 8 above each of the 9,396,213 authorised but unissued Existing Ordinary Shares of £0.10 each in the capital of the Company be and is hereby subdivided into 93,962,130 New Ordinary Shares of £0.01 each.
10. That the Directors be and they are hereby generally and unconditionally authorised for the purposes of s80 Companies Act 1985 (the "**1985 Act**") to exercise all powers of the Company to allot relevant securities (as defined in s80(2) of the 1985 Act) up to an aggregate nominal amount of £85,345.00 to such persons and upon such conditions as the Directors may determine, that authority to expire at the earlier of the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution and 14 November 2010 save that the Company may before that expiry make an offer or agreement which would or might require relevant securities to be allotted after that expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

#### Special resolutions

11. That, subject to the passing of Resolution 10 above, the Directors of the Company be and they are hereby empowered pursuant to s95 of the 1985 Act in substitution for any previous power conferred on the Directors pursuant to that section to allot equity securities pursuant to the authority conferred by Resolution 10 above as if s89(1) of the 1985 Act did not apply to that allotment provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue and so that for this purpose "rights issue" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached to them but subject to

such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlement or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;

(b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £50,000.00 and shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company to be held after the date of the passing of this Resolution and 14 November 2010 save that the Company may before that expiry make an offer or agreement which would or might require equity securities to be allotted after that expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired.

For the purposes of this Resolution, the expression "equity securities" and references to the allotment of equity securities shall respectively have the meanings given to them in s94 of the 1985 Act and, to the extent the power conferred by this Resolution shall apply to a sale of shares which by virtue of s94(3A) of the 1985 Act is an allotment of equity securities, the words "pursuant to the authority conferred by Resolution 10 above" in the preamble shall be deemed to be omitted.

12. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.
13. THAT the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

**Susan Fadil, FCIS**  
Company Secretary

22 July 2009

*Registered Office:*  
20 Black Friars Lane  
London  
EC4V 6HD

## NOTES:

- (a) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the relevant register of members (the "**Register**") for certificated or uncertificated shares of the Company (as the case may be) at 11.00 a.m. on Wednesday, 12 August 2009 (the "**Specified Time**") will be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.
- (b) Any member may appoint a proxy to attend, speak and vote on their behalf. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member, but must attend the meeting in person. A proxy need not be a member. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. The return of a completed proxy form will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
- To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- (c) To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Share Registrars Proxies, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL or by fax to 01252 719232 no later than 11.00 a.m. on Wednesday, 12 August 2009.
- (d) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.
- (e) As at 21 July 2009 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 25,603,787 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 21 July 2009 are 25,603,787.

**VITESSE MEDIA PLC ("Company")**  
**Annual General Meeting**  
**Proxy Form**

I/We (name(s) in full) \_\_\_\_\_

of \_\_\_\_\_

being a member of the Company appoint the Chairman of the meeting or (see note 3)

Name of Proxy	Number of Shares
---------------	------------------

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 14 August 2009 at 11.00 a.m. and at any adjournment of the meeting.

Before completing this form, please read the explanatory notes below

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

**RESOLUTIONS**

**For      Against      Vote  
withheld**

**ORDINARY RESOLUTIONS**

1. That the report of the directors and the financial statements for the year ended 31 January 2009 be received.			
2. That Sara Williams be re-elected as a director of the Company.			
3. That Nicola Baker be re-elected as a director of the Company.			
4. That Andrew Brode be re-elected as a director of the Company			
5. That Baker Tilly LLP be re-appointed as auditors.			
6. That the Directors be authorised to determine the auditors' remuneration.			
7. That the share capital of the Company be increased to £3,500,000.			
8. That the issued Existing Ordinary Shares be subdivided as per the resolution.			
9. That the authorised but unissued Existing Ordinary Shares be subdivided as per the resolution.			
10. That the directors be granted s.80 authority up to the limit specified in the resolution.			

**SPECIAL RESOLUTIONS**

11. That statutory pre-emption rights be disapplied up to the limit specified in the resolution.			
12. That a general meeting may be called on not less than 14 clear days' notice			
13. That New Articles of Association be adopted.			

Signature	Date
-----------	------

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

## Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may copy this form. Please indicate in the box next to the proxy holder's name the number of securities in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
  - Σ completed and signed;
  - Σ sent or delivered to **Share Registrars Proxies, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL or by fax to 01252 719232** and
  - Σ received by Share Registrars Proxies no later than 11.00 a.m. on Wednesday, 12 August 2009.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
14. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the relevant register of members (the "**Register**") for certificated or uncertificated shares of the Company (as the case may be) at 11.00 a.m. on Wednesday, 12 August 2009 (the "**Specified Time**") will be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.

## APPENDIX

### EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

#### 1. **Articles which duplicate statutory provisions**

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006. Certain examples of such provisions include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

#### 2. **Form of resolution**

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being amended as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

#### 3. **Variation of class rights**

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Companies Act 2006. The relevant provisions have therefore been amended in the New Articles.

#### 4. **Convening extraordinary general meetings**

The provisions of the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular an extraordinary general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

#### 5. **Quorum requirements**

The 2006 Act provides that in general terms the quorum for a general meeting be calculated by reference to the numbers of "qualifying persons" who are present at the meeting, which includes an individual who is a member of the Company, a person authorised under section 323 of the 2006 Act to act as the representative of a corporation and a person appointed as proxy of a member. As before, it is proposed that the quorum for a general meeting will be two but, in line with the 2006 Act, the New Articles make clear that there will be no double counting for qualifying persons who are representatives of the same corporation or proxies of the same member.

#### 6. **Votes of members**

Under the Companies Act 2006 proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.

#### 7. **Conflicts of interest**

The Companies Act 2006 set out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively.

#### **8. Electronic and web communications**

Provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

#### **9. Deferred Shares**

The rights of the holders of the Deferred Shares are set out in Article 4.2 of the New Articles. The holders of Deferred Shares will have no right to receive notice of, attend, speak or vote at any meeting of the Company nor will they have any right to receive any dividends of the Company.

Subject to the prior payment to the holders of the New Ordinary Shares of amounts paid up (or credited as paid up) on such shares together with the sum of £100.00 on each Share, the capital and assets of the Company on a winding-up or other return of capital will be applied in repaying the holders of the Deferred Shares the amount paid up or credited as paid up on such Deferred Shares according to the number of Deferred Shares held by them respectively. Any amount remaining is to be divided among the holders of New Ordinary Shares.

#### **10. General**

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.