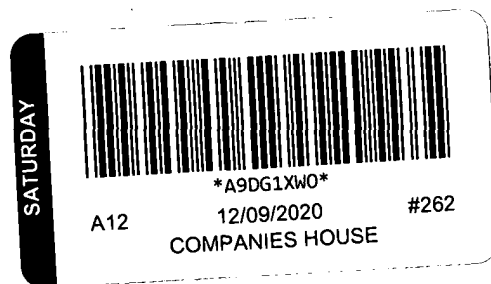


AS AMENDED BY SPECIAL RESOLUTION ON 13 AUGUST 2020



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

A. James Jewellers) Ltd.

1. The name of the Company is "A. JAMES (JEWELLERS) LTD."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (A) To carry on business as manufacturers of, and dealers (both wholesale and retail) in optical, nautical, surgical and scientific instruments and supplies of all kinds.
 - (B) To carry on business as opticians, goldsmiths, silversmiths, watch and clock makers, jewellers, gem cutters and dealers, electroplaters, manufacturing and retail chemists, and druggists, metal and alloy makers, engineers, electricians, glass and lens makers, camera makers, cabinet makers, printers and publishers, dealers in gramophones and wireless receiving sets, apparatus and fittings, and fancy goods dealers.
 - (C) To carry on any other trade or business whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.

- (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (E) To manage, purchase or otherwise acquire, erect, maintain, alter, remove, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property, machinery and tools and liabilities of any person or company, carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital, or securities, or obligations of any such companies, syndicates, or partnerships, and to pay or provide for brokerage, commission, and underwriting in respect of any such issue.
- (G) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company.
- (I) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its uncalled capital.
- (J) To make, draw, accept, indorse and negotiate bills of exchange, or other negotiable instruments.

- (K) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (L) To remunerate or make donations to any person, firm or company rendering services to this Company, or as the Company may think conducive to the attainment of any of its objects whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (M) To distribute among the members in specie any property of the Company, or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (N) To subscribe for, purchase or otherwise acquire, take, hold or sell any shares or stock, debentures or debenture stock, or other securities or obligations of any company, and to invest or lend any of the monies of the Company not immediately required for its operation in such manner, with or without security as the Directors may determine.
- (O) To procure the Company to be registered or recognised in any country or place abroad.
- (P) To act as or employ any person, firm or company to be agents, contractors, managers, trustees, secretaries, or otherwise to arrange such insurances as the Company may deem expedient, to pay all premiums and to assist financially any ex-employees of the Company or their relatives or dependents.
- (Q) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed in such sub-clause, be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the Members is limited.

* 5. The Share Capital of the Company is £1,200 divided into 1,200 Shares of £1 each, with power to increase and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively any preferential deferred, qualified or special rights, privileges or conditions.

WE, the several persons whose names and addresses and descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
ANNIE ARABELLA JAMES, 20, West Road, Jeweller. Saffron Walden, Essex.	ONE
LEONARD ERNEST PITSTOW, 21, Debden Road, Saffron Walden, Essex. Dispensing Optician.	ONE

Dated the 18th day of October, 1943.

WITNESS to the above signatures:—

H. G. BARRETT,
 37, King Street,
 Fruiterer. Saffron Walden.

* AS AMENDED BY SPECIAL RESOLUTION ON 13 AUGUST 2020

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

A. James (Jewellers) Ltd.

1. Subject as hereinafter provided, the Regulations contained in Table "A" in the First Schedule to the Companies Act, 1929, shall apply to this Company.

2. Clauses 64, 66, 69, 72, 101 and 104 of Table "A" shall not apply to the Company but the remaining clauses of Table "A", subject to the modifications hereinafter expressed, and the clauses hereinafter contained, shall be the Regulations of the Company.

*Revised by
Special Resolution
5.1.1955*

3. The Company is registered as a "Private Company" and accordingly:—

- (A) The right to transfer the shares of the Company is restricted in manner hereinafter appearing; and
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; and
- (C) The Company shall not offer any of its Shares or Debentures to the public for subscription.

DIRECTORS.

4. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be more than five in number.

5. There may be a sole Director of the Company and any person being such a sole Director may exercise all the powers and discretions for the time being vested in the Directors and Article 82 of Table "A" shall be modified accordingly.

6. A Resolution in writing signed by the Directors shall have the same effect and validity as if it were passed at a meeting of the Board duly convened and constituted.

7. The first Directors shall be ANNIE ARABELLA JAMES and LEONARD ERNEST PITSTOW. The said Annie Arabella James and Leonard Ernest Pitstow shall be permanent Directors of the Company and shall be entitled to hold office so long as they shall live unless they shall become disqualified through any of the clauses in Clause 10 hereof and Articles 73 and 77, and Article 80 of Table "A" shall not apply to them.

8. The Company in General Meeting may by Ordinary Resolution declare that any Director or Directors shall be Permanent Directors of the Company and each of such Directors shall be entitled to hold such office so long as he shall live unless he shall become disqualified through any of the clauses specified in Clause 10 hereof and accordingly Articles 73 to 77 and Article 80 of Table "A" shall not apply to him.

9. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad and such appointment shall have effect, and such appointee whilst he holds office as an alternate Director shall be entitled to notice of Meetings of the Directors, and to attend and vote thereat accordingly; and he shall *ipso facto* vacate office if and when the appointor returns to the United Kingdom or vacates office as a Director, or removes the appointee from office, and any appointment or removal under this Clause shall be effected by notice in writing under the hand of the Director making the same. An alternate Director shall not be required to hold any qualification shares.

DISQUALIFICATION OF DIRECTORS.

10. The office of Director shall be vacated if the Director—

- (A) Resigns his office by notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors; or
- (C) Is found lunatic or becomes of unsound mind; or
- (D) If he be convicted of an indictable offence, not being an offence under the Road Traffic Acts, 1930 to 1934.

11. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 149 of the Companies Act, 1929. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

TRANSFER OF SHARES.

12. The Directors may at any time in their absolute and uncontrolled discretion and without assigning any reason, decline to register any proposed transfer of shares, and Article 19 of Table "A" shall be read accordingly.

NOTICES.

13. Any Member not having a registered address within the United Kingdom and who has not supplied to the Company an address within the United Kingdom shall not be entitled to any notices.

GENERAL MEETINGS.

14. The words "one member" shall be substituted for "two members" in Clauses 39 and 41 of Table "A".

15. Two members shall constitute a quorum, and Clause 45 of Table "A" shall be modified accordingly.

POLL.

16. One Member may demand a Poll, and Article 50 of Table "A" shall be read accordingly.

ACCOUNTS.

17. A copy of the balance sheet and report shall be laid upon the table at the Annual General Meeting of the Company.

BORROWING POWERS.

18. The Directors may from time to time at their discretion borrow from any person or persons (including the Directors) any sum or sums of money for the purposes of the Company and there shall be no limit to the amount that may be so borrowed.

DIVIDENDS.

19. All dividends shall be apportioned; and paid *pro rata* according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any Share is issued on terms providing that it shall rank for dividend as from a particular date, such Share shall rank for dividend accordingly. Article 92 of Table "A" shall be read accordingly.

WINDING UP.

20. In a winding up, any part of the assets of the Company including any shares or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company be divided among the members of the Company in specie or may be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

SECRETARY.

21. The first Secretary of the Company shall be LEONARD ERNEST PITSTOW.

AUDITORS.

22. The first Auditors of the Company shall be PETERS, ELWORTHY & MOORE, Chartered Accountants, of Norwich Union Buildings, Downing Street, Cambridge.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

ANNIE ARABELLA JAMES,
20, West Road,
Jeweller. Saffron Walden, Essex.

LEONARD ERNEST PITSTOW,
21, Debden Road,
Saffron Walden, Essex.
Dispensing Optician.

Dated the 18th day of October, 1943.

WITNESS to the above signatures:—

H. G. BARRETT,
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