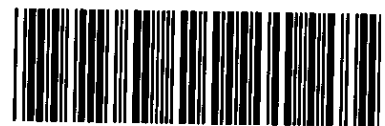


**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION OF**  
**HARROGATE INTERNATIONAL TOY FAIR LIMITED**

**(Adopted on 21 May 1959 and subsequently amended by special resolutions dated 8 June 2001  
and 20 September 2022)**

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Articles of Association

OF

HARROGATE INTERNATIONAL TOY FAIR LIMITED

(Adopted by Special Resolution dated 21st May 1959.)

### PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.
2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 75, 79, 84(2), 84(4) and 99.

### PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

### SHARES

4. Subject as hereinafter mentioned the Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.
5. Subject to any direction to the contrary that may be given by the Company in general meeting all shares for the time being unissued shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The 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 that 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 dispose of those shares in such manner as they think most beneficial to the Company. The directors may likewise so dispose of any unissued shares which (by reason of the ratio which the unissued shares to be issued bear to shares held by persons entitled to an offer of unissued shares) cannot, in the opinion of the directors, be conveniently offered under this article.

#### LIEN

6. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

#### TRANSFER OF SHARES

7. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company

8. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents or the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

#### PROCEEDINGS AT GENERAL MEETINGS

9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that

effect in the proceedings of evidence of the proportion or against such poll may be wi

10. (a) In Cl words "for holder" sh words shall "only irre of which h

(b) A Gro Company sh either on irrespecti tuting the

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effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

#### VOTES OF MEMBERS

10. (a) In Clause 62 of Part I of Table "A" the words "for each share of which he is the holder" shall be deleted and the following words shall be substituted therefor viz: "only irrespective of the number of shares of which he is the holder".

(b) A Group of associated members of the Company shall only be entitled to one vote either on a show of hands or on a poll irrespective of the number of members constituting the group.

(c) For the purposes of this clause a group of associated members of the Company shall be deemed to exist when one or more members of the Company is or are all under the control whether direct or indirect of another member of the Company, or if two or more members of the Company are both or all controlled whether directly or indirectly by the same other person firm or company not being a member of the Company.

#### DIRECTORS

11. The number of Directors shall not be less than five nor more than sixteen. The names of the Directors at the date of the adoption of these Articles are :- Frederick Henry Allen, John Goodwin, Richard Alphonse Napier, Francis Ferdinand Partos, Harry Richard Simmons, Algernon Lawrence Abraham, Julius Cowan, Sydney Robert Vening, Frank Arthur Varnals, Fred Mercer, Ernest de Groot and Frank Leon Rees.

12. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

13. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be four.

14. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

#### BORROWING POWERS OF DIRECTORS

15. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party

#### INDEMNITY

16. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities reasonably and properly incurred by him in the execution and discharge of his duties or in relation thereto.

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THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

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ARTICLES of ASSOCIATION

-of-

HARROGATE INTERNATIONAL TOY FAIR  
LIMITED

(Adopted by Special Resolution  
dated 21st May, 1959.)

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J. L. FREEDMAN & CO.,  
52/54, High Holborn,  
LONDON, W.C.1.

RIDER 1

Passed by a special resolution dated 8 June 2001

5A Subject to the provisions of Part V of the Companies Act 1985 the company may:

- (a) pursuant to s 159 of that Act issue shares which are to be redeemed or are liable to be redeemed at the option of the company or the shareholder on such terms and in such manner as shall be provided by the articles of the company;
- (b) pursuant to s 162 of that Act purchase its own shares (including any redeemable shares);
- (c) pursuant to s 171 of that Act make a payment out of capital in respect of the redemption or purchase;
- (d) pursuant to s 155 of that Act give financial assistance for the purchase of its own shares or those of its holding company.

Regulations 3 and 10 of Table A shall not apply to the company.

**RIDER 2**

Passed by a special resolution dated 20 September 2022

**5B The Redeemable Shares shall be entitled to the following rights:**

- (i) a right to a maximum payment of £5 per share on the sale or liquidation or capital reduction of the Company;**
- (ii) the Company shall be entitled to redeem them by written notice for a price of £5 per share**
- (iii) no right to attend and vote at general meetings or on written resolutions of the Company; and**
- (iv) no rights to participate in the profits of the Company or to otherwise receive any dividends.**



# RP01

## Replacement of document not meeting requirements for proper delivery



Companies House

✓ **What this form is for**

You can only use this form to file a replacement of a document that was previously delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 and was either not properly delivered or contained unnecessary material.

✗ **What this form is NOT for**

You cannot use this form to change information in a previously filed document, or to replace a document delivered under Section 25 of the Companies Act 2006 - Company Charges.

For further information, please

COMPANIES HOUSE

### 1 Company details

Company number 0 0 3 9 9 7 0 7

Company name in full HARROGATE INTERNATIONAL TOY FAIR LIMITED

→ **Filling in this form**

Please complete in typescript or in bold black capitals.

### 2 Description of the original document

Document type ①

Articles of association

① **Description of the original document**

Please enter the document type (e.g. articles of association) and any distinguishing information if more than one document of that type was filed on the same day.

Date of registration of the original document 0 9 1 1 2 0 2 2

### 3 Authentication

A replacement document must only be filed where (i) a document has previously been delivered and either (ii) that document was not properly delivered or (iii) that document contained unnecessary material.

Please authenticate either **Section 3a** or **Section 3b**.

#### 3a The company to which the original document relates ①

Please complete this section if you are authenticating on behalf of the company to which the original document relates.

**Enter your printed name.** You do not need to include a signature.

I am authenticating on behalf of the company and confirm the replacement information is properly delivered

Name ROBERT ANSLOW

This form may be authenticated by:

Director ②, Secretary, Person authorised ③, Permanent representative on behalf of an overseas company, Liquidator, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager, Judicial factor.

① **Authentication**

This will appear on the public record.

② **United Kingdom Societas (UKS)**

If the form is being filed on behalf of a UKS please delete 'director' and insert details of which organ of the UKS the person authenticating has membership

③ **Person authorised**

Under either section 270 or 274 of the Companies Act 2006.

RP01

Replacement of document not meeting requirements for proper delivery

3b

**The person who delivered the original document ①**

Please complete this section if you are the person who delivered the original document.

**Enter your printed name.** You do not need to include a signature.

I confirm the replacement information is properly delivered.

**① Authentication**

This will appear on the public record.

Name

ROBERT ANSLOW

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**Notes**

**Please note:**

If you are applying for, or have been granted, exemption under Section 243 of the Companies Act 2006 and the document(s) you are replacing contain(s) your usual residential address, please post this form along with the replacement document to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

RP01

Replacement of document not meeting requirements for proper delivery

### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

GEORGE GREEN LLP

Address

195 HIGH STREET

Post town

CRADLEY HEATH

County/Region

WEST MIDLANDS

Postcode

B 6 4 5 H W

Country

ENGLAND

DX

Telephone

01384 410410

### Checklist

Please make sure you have remembered the following:

- ☐ You have fully completed Section 2 'Description of the original document'.
- ☐ The correct person has authenticated the form in either Section 3a or Section 3b.
- ☐ If you are replacing a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the replacement document.
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you **must** also deliver with this form and the replacement document a PR03 form 'Consent for paper filing'.

### Important information

The information on this form will appear on the public record.

### How to send your form

You can upload certain forms to Companies House instead of sending them by post.

If you need to post your form, you must send it to the correct address.

For more information on where to send the form visit:

**[gov.uk/companies-house/offices](http://gov.uk/companies-house/offices)**

### Further information

For further information, please see the guidance notes on the website at [gov.uk/companieshouse](http://gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on our website: **[gov.uk/companieshouse](http://gov.uk/companieshouse)**