

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

BRICK-ABILITY LIMITED

TUESDAY



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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BRICK-ABILITY LTD

- 1 The Company's name is BRICK-ABILITY LTD
- 2 The registered office of the Company will be situated in England and Wales.
- 3 The objects for which the Company is established are:
 - (A)
 - (1) To carry on business as manufacturers., wholesalers, importers, exporters, buyers and sellers of and mail order dealers in, fancy goods and goods of all descriptions, including goods made of plastic materials, cloth, wool, worsted, silk, flax, jute, hemp, balata, wood, leather, fibrous materials, rubber, sponge, cotton, wadding; metal goods generally, clothes, furniture, electrical goods, travel goods, ivory, gold, silver jewellery, clocks, watches, precious stones and gems, skins, furs, corn, hay, straw, hops, liquors, foods, provisions, wood and timber, coal, coke, patent fuel, oils, household goods and fittings, chemists sundries, waste goods and offal, and generally articles and goods of any kind whether manufactured or not.
 - (2) To carry on business as importers, exporters, buyers, sellers, and mail order dealers in, and repairers and restorers of, antique furniture, coins and medals and antiques generally; stamp dealers, sculptors, picture and art dealers, auctioneers, experts and valuers and producers of works of arts.
 - (3) To carry on business as manufacturers, wholesalers, importers, exporters and dealers in, novelties, toys, games, puzzles, amusements and sports goods, and outfits of every description, bicycles, tricycles, scooters, children's bicycles, perambulators and printing outfits and to undertake and execute any agency or commission and to act generally as agents, factors and brokers for the sale or purchase of goods.
 - (B) To carry on any other business or trade which in the opinion of the Board of Directors may be conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
 - (C) To purchase, take options over, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest whatsoever any movable or immovable property, whether tangible or

intangible and wheresoever situate, which the Board of Directors may think necessary or convenient for the purposes of the business of the Company, and to improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights, privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (D) To build, construct, maintain, develop, alter, enlarge, improve, pull down, remove or replace any buildings, works, road, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise or secure the repayment of moneys for the purposes of or in connection with the business of the Company in any manner and in particular to issue and deposit any mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's undertaking, property or assets (whether present or future) including its uncalled capital (if any) and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure *any sum less than the nominal amount of such securities and also by way of security or guarantee* for the performance by the Company or any other person firm or company having dealings with the Company or in whose business or undertakings the Company is interested whether directly or indirectly of any contract or liability undertaken thereby or which may become binding thereon as the case may be.
- (G) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner, and generally to act as bankers for customers and others.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to give guarantees or become security for the obligations and contracts of any person, firm or company including the obligations and contracts of customers.
- (I) To Invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To acquire or undertake the whole or any pace of the business, goodwill, property, assets and liabilities of any person, firm, or company carrying on or proposing to carry on any of the

businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith or which are capable of being conducted so as directly or indirectly to benefit the Company.

- (K) To apply for and take out, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights brevets d'invention, licences, secret processes or information, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same whether exclusive or non-exclusive, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (L) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, scrip, warrants, debentures and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (O) To enter into any partnerships or joint-purchase arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business which this Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, firm or person and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon and to hold or dispose of such shares or securities or guarantee the payment of the dividends, interest or capital of any such shares or securities issued by or any other obligations of any such company.

- (Q) To subscribe for, take, purchase or otherwise acquire and hold shares stocks, debentures, debenture stocks, bonds or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the business and operations of any company in which the Company holds any such interest.

- (R) To establish finance or promote or concur in establishing financing or promoting any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may directly or indirectly appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company.

- (S) To sell, exchange, lease, licence, turn to account or otherwise dispose of the whole or any part of the business property or undertaking of the Company, either together or in portions and to accept payment therefor either in cash, by Instalments or otherwise, or in fully or partly paid-up shares of any company or corporation formed or to be formed for purchasing the same (with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise) or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any such company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (T) To the extent permitted by law to give financial assistance for the purpose of the acquisition of shares of the Company or of any company of which the Company is a subsidiary and for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise.

- (U) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

- (V) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or of any company formed or promoted by the Company or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.

- (W) To support or subscribe to any charitable, benevolent or useful object of a public character and to establish, support and subscribe to any association Institution, society, fund or club which may be for the benefit of the Company or its Directors, ex-Directors, employees, or ex-employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, bonuses and superannuation or other allowances or benefits or

charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance for the benefit of such persons as aforesaid; and to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital profits, 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.
- (Y) To procure the Company to be registered or recognised in any part of the world and to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, trustees, contractors, sub-contractors or otherwise, and by or through agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others.
- (Z) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest Interpretations shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4 The liability of the members is limited.
- 5 The share capital of the Company is £100 divided into 100 shares of £1 each.

We, the several persons whose names and addresses 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:

| <i>Names, Addresses and descriptions of Subscribers</i> | <i>Number of shares taken by each subscriber</i> |
|---|--|
| Jonathan Simon Fernandez Lewis Fitzalan House Fitzalan Road CF2 1EL Solicitor | One |
| Catherine Fionna Dillon Fitzalan House Fitzalan Road CF2 1EL Solicitor | One |

Dated this

Witness to the above signatures: Vivien Coles
Fitzalan House
Fitzalan Road
CF2 1EL

Secretary

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
BRICK-ABILITY LTD

Preliminary

- 1(A) In these Articles "**Table A**" means Table A as prescribed by regulations made by the Secretary of State and "**the Act**" means the Companies Act 1985.
- 1(B) The Regulations contained In Table A shall apply to the Company save insofar as they are excluded contradicted or modified hereby.

Private Company

- 2 The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

Share capital

3. The share capital of the Company is £52,500 divided into the following classes of shares:-
- 3.1 51,000 Ordinary Shares of £1 each; and
- 3.2 1,500 "A" Ordinary Shares of £1 each.

Such shares shall be deemed to be separate classes of shares but shall rank pari passu in all respects save that the "A" Ordinary Shares shall carry no right to vote at general meetings of the Company.

Shares

- 4 The Directors of the Company are generally and unconditionally authorised pursuant to Section 80 of the Act to allot, grant options over, offer or otherwise deal in or dispose of any relevant securities (as defined in Section 80 of the Act) of the Company to such persons at such times and generally on such terms and conditions as the Directors may determine. In accordance with Section 91 of the Act Sections 89(1) and 90(1) to 90(6) of the Act shall not apply to the Company.
- 5 The general authority conferred on the Directors by Article 4 shall extend to all relevant securities (as defined by Section 80 of the Act) in the authorised share capital of the Company from time to time during the period of five years from the date of the adoption of this Article, but the Directors may, after this authority has expired, allot any shares in pursuance of an offer or agreement so to

do made by the Company before the authority expired. The authority hereby given may be renewed varied or revoked by the Company in General Meeting.

6 Regulation 3 in Table A shall not apply to the Company and the Company may:-

- (a) with the sanction of an Ordinary Resolution Issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
- (b) purchase its own shares (including any redeemable shares);
- (c) make a payment in respect of the redemption or purchase, under Sections 159, 160 and 161 of the Act and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Sections 170, 171 and 172 of the Act.

General meetings

- 7 Every notice convening a General Meeting shall comply with the provisions of Section 372 of the Act as to giving Information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.
- 8 Regulation 41 in Table A shall be read and construed as if the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

Directors

- 9
 - (a) The First Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Sections 10 and 13 of the Act.
 - (b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have the authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.
 - (c) A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate class meeting of the holders of any class of shares of the Company.
 - (d) Regulation 64 in Table A shall not apply to the Company.

Alternate directors

- 10 (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.
- (b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing Co the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.
- (c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.
- (d) The appointment of an alternate Director shall automatically determine on the happening of any event which, if he were a Director, would cause him to vacate such office, or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.
- (e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors, or any committee of the Directors, to one vote for every Director whom he represents in addition to this his own vote (if any) as a Director.

Borrowing powers

- 11 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into shares) to Sections 80 and 380 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Powers and duties of directors

- 12 Regulation 94 in Table A shall not apply to the Company and a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum present at any meeting when any such contract or arrangement is under consideration.
- 13 It shall not be necessary for Directors to sign their names to any book which may be kept for the purpose of recording attendance at meetings.
- 14 The Directors may exercise the powers of the Company conferred by sub-clause 3(w) of the Memorandum and shall be entitled to retain any benefits received by then, or any of them, by reason of the exercise of any such powers.
- 15 A resolution in writing pursuant to Regulation 93 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Regulation referred to and the said Regulation 93 shall be modified accordingly. The said Regulation 93, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

Disqualification of directors

- 16 Regulation 81 in Table A shall not apply to the Company. The office of a Director shall be vacated:~
 - (a) if he resigns his office by notice in writing to the Company;
 - (b) if he becomes bankrupt or enters into any arrangement with his creditors;
 - (c) if he is prohibited from being a Director by an order made under Sections 295 to 299 of the Act;
 - (d) if he becomes incapable by reason of mental disorder illness or injury of managing and administering his property and affairs;
 - (e) if he is removed from office by resolution duly passed under Sections 303 and 304 of the Act.

Rotation of directors

- 17 The Directors shall not be required to retire by rotation and Table A shall be modified accordingly

Secretary

- 18 The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Sections 10 and 13 of the Act.

Indemnity

- 19 Regulation 118 in Table A shall not apply to the Company. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution and discharge 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 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 in so far as its provisions are not avoided by Section 310 of the Act.

Transfer of shares

- 20 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Regulation 24 in Table A shall not apply to the Company. Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

(a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such bank or financial institution; or

(b) where such transfer is by or on behalf of a bank or financial institution or any nominee of a bank or financial institution in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by any officer of the bank or financial institution that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact.