

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5101354

The Registrar of Companies for England and Wales hereby certifies that  
GAG199 LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 14th April 2004



\*N051013546\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Package: 'Laserform'  
by Laserform International Ltd.

12

Please complete in typescript,  
or in bold black capitals.

CHFP025

## Declaration on application for registration

Company Name in full

GAG199 Limited

I, Neil Roderick Walmsley

of 80 Guildhall Street, Bury St Edmunds, Suffolk IP33 1QB

† Please delete as appropriate.

*JA* do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] † and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

81 Guildhall St Bury St Edmunds Suffolk

Day Month Year

On

08 04 2004

● Please print name.

before me ●

ALAN MICHAEL BROWN

Signed

*A. M. Brown*

Date

08 04 2004

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Bury Company Services Limited  
80 Guildhall Street, Bury St Edmunds, Suffolk, IP33 1QB

Tel 01284 762211

DX number DX: 57205 DX exchange Bury St Edmunds - 1



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

**Package:** 'Laserform'  
by Laserform International Ltd.

# 10

*Please complete in typescript,  
or in bold black capitals.*

CHFP025

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

510/354

### Company Name in full

GAG199 Limited

### Proposed Registered Office

80 Guildhall Street

(PO Box numbers only, are not acceptable)

Post town

Bury St Edmunds

County / Region

Suffolk

Postcode

IP33 1QB

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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

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80 Guildhall Street, Bury St Edmunds, Suffolk, IP33  
1QB

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for companies registered in Scotland

**DX 235 Edinburgh**



A13  
COMPANIES HOUSE

0414  
10/04/04

**Company Secretary** (see notes 1-5)Company name **GAG198 Limited****NAME** \*Style / Title**Mr**

\*Honours etc

\* Voluntary details

Forename(s) **David John**Surname **Medcalf**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Address** ††**Green End, Rattlesden Road****Drinkstone**Post town **Bury St Edmunds**County / Region **Suffolk**Postcode **IP30 9TN**Country **England**

I consent to act as secretary of the company named on page 1

**Consent signature****Date****8 April 2014****Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title**Mr**

\*Honours etc

Forename(s) **Neil Roderick**Surname **Walmsley**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Address** ††**Windrush Farmhouse****Thorpe Morieux**Post town **Bury St Edmunds**County / Region **Suffolk**Postcode **IP30 0NU**Country **England**

Day Month Year

**Date of birth****0 2****1 2****1 9 6 6****Nationality****British****Business occupation****Solicitor****Other directorships****Bury Company Services Limited**

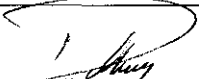
I consent to act as director of the company named on page 1

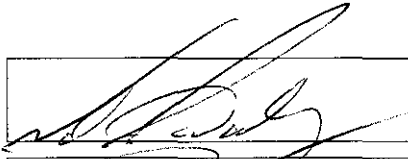
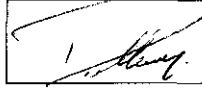
**Consent signature****Date****8.4.4**

**Directors**

(see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>		<b>*Style / Title</b>	Mr	<b>*Honours etc</b>	
* Voluntary details		<b>Forename(s)</b>	David John		
		<b>Surname</b>	Medcalf		
		<b>Previous forename(s)</b>			
		<b>Previous surname(s)</b>			
<b>Address</b> ††		Green End, Rattlesden Road			
		Drinkstone			
		<b>Post town</b>	Bury St Edmunds		
		<b>County / Region</b>	Suffolk	<b>Postcode</b>	IP30 9TN
		<b>Country</b>	England		
		<b>Date of birth</b>	Day 2   1   0   4	Month 1   9   4   4	<b>Nationality</b> British
		<b>Business occupation</b>	Solicitor		
		<b>Other directorships</b>	Vitec Group plc, Bury Company Services Limited,		
			Croasdale Coniston Company Limited		
		I consent to act as director of the company named on page 1			
		<b>Consent signature</b>			<b>Date</b> 8 April 2004

**This section must be signed by***Either***an agent on behalf  
of all subscribers****Signed****Date****Or the subscribers****Signed****Date**8.4.04**(i.e. those who signed  
as members on the  
memorandum of  
association).****Signed****Date**8 April 2004**Signed****Date****Signed****Date****Signed****Date****Signed****Date**

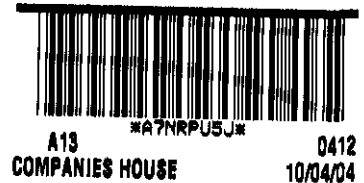
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The Companies Act 1985  
COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION OF  
GAG199 LIMITED**

1. The name of the Company is GAG199 LIMITED.
2. The registered office of the Company will be situate in England.
3. The Company shall have the following particular objects:-
  - (1) to carry on business as general traders and merchants, manufacturers, distributors, importers and exporters of goods of any kind;
  - (2) to provide any service of any nature whatsoever;
  - (3) to carry on any other business of a similar nature, or any business which may, in the opinion of the directors, be conveniently carried on by the Company;
  - (4) upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash, by the issue of shares, debentures or other securities of the Company, by the granting of options to take the same, or in any other manner allowed by law;
  - (5) to purchase or otherwise acquire all, or any part of, the business assets or liabilities of any company, society, firm or person, for any of the purposes within the objects of the Company, and to conduct, carry on, liquidate and wind up any such business;
  - (6) to purchase, take on lease, or otherwise acquire and take options over any property whatever, and any rights or privileges, of any kind, over or in respect of any property, and to sell, let on lease, or otherwise dispose of or grant rights over any property belonging to the Company;
  - (7) to purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, factories, workshops, plant, machinery and other things convenient for the purposes of the Company;
  - (8) to apply for and take out, purchase or otherwise acquire rights in any registered designs, trade marks, patents or inventions, copyright design rights, confidential know-how or secret processes or any other intellectual or industrial property, which may be useful for the Company's objects, and to grant licences to use and to dispose of any of the same;
  - (9) to manufacture, buy, sell and generally deal in, any plant, machinery, tools, goods or things of any description, which, in the opinion of the Company, may be conveniently dealt with by the Company in connection with any of its other objects;



The Companies Act 1985  
COMPANY LIMITED BY SHARES

---

**MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

**OF**

**GAG199 LIMITED**

---

INCORPORATED the 8<sup>th</sup> day April 2004

Company No.

- (10) to guarantee payment of any contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds;
- (11) to lend, let on lease or on hire, or otherwise allow the use of, the whole or any part of the real and personal property of the Company on such terms as the Company shall determine;
- (12) to issue, or guarantee the issue of, or the payment of interest on, the shares, debentures, debenture stock or other securities or obligations of any company or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue;
- (13) to draw, accept and make, and to endorse, discount and negotiate, bills of exchange and promissory notes, and any other type of negotiable instruments;
- (14) to borrow, raise money or secure obligations (whether of the Company or any other person) by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit;
- (15) to receive money on deposit, with or without allowance of interest thereon;
- (16) to advance, lend money or give credit upon such security to such persons and upon such terms as the Company thinks fit, or without taking any security therefor;
- (17) to invest all or any part of the property of the Company in such manner as, from time to time, may be determined, and to hold and otherwise to deal with any investments in such manner as the Company thinks fit;
- (18) to acquire by subscription, purchase or otherwise, and to accept and take, hold and sell shares or stock in any company, society or undertaking in such a way as the Company thinks likely to promote or advance the interests of the Company;
- (19) to establish agencies and local boards in Great Britain and elsewhere, and to regulate and discontinue the same;
- (20) to provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company, or its predecessors in business, and the wives, widows, families and dependants of such persons, by grant of money, pensions or other payments;
- (21) from time to time, to subscribe or contribute to any charitable, benevolent or useful object of a public character or any causes or objects local to the Company;
- (22) to enter into and carry into effect any arrangements for joint working in business, or for sharing of profits, or for amalgamation with any other company or any partnership or person, carrying on business within the objects of this Company;



- (23) to establish, promote, or otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company;
- (24) to sell, dispose of, or transfer the business, property and undertakings of the Company, or any part thereof, for any consideration which the Company may see fit to accept;
- (25) to accept stock or shares in, or the debentures, mortgage debentures or other securities of, any other company, in payment or part payment for any services rendered or for any sale made to, or debt owing from, any such company;
- (26) to distribute, in specie or otherwise as may be resolved, any assets of the Company among its members and, particularly, the shares, debentures or other securities of any other company formed to take over the whole, or any part, of the assets or liabilities of this Company;
- (27) to do all or any of the matters hereby authorised (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;
- (28) generally, to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects, or any of them.

The objects set out above are separate and independent and shall not be restrictively construed, but the widest interpretation shall be given to them. They shall not, except where the context expressly so requires, be, in any way, limited to or restricted by reference to, or inference from, any other object or by the name of the Company. None of the objects or powers thereby conferred shall be deemed subsidiary or ancillary to any other objects or powers mentioned and the Company shall have full power to exercise all or any of the powers and to endeavour to achieve all or any of the objects conferred by, and provided in, any one or more of the said sub-clauses.

4. The liability of the members is limited.

5. The share capital of the Company is One hundred pounds (£100.00), divided into One hundred (100) ordinary shares of One pound (£1.00) each.

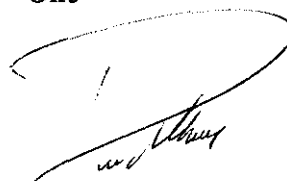
WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of subscribers	Number of shares taken by each subscriber
--	---

David John Medcalf  
80 Guildhall Street  
Bury St Edmunds  
Suffolk IP33 1QB

One

Solicitor



Neil Roderick Walmsley  
80 Guildhall Street  
Bury St Edmunds  
Suffolk IP33 1QB

One

Solicitor



DATED the 8<sup>th</sup> day of April 2004

WITNESS to the above signatures:-

DEBRA KNIGHTS  
80 Guildhall Street  
Bury St Edmunds  
Suffolk IP33 1QB



Secretary

## **ARTICLES OF ASSOCIATION OF GAG199 LIMITED**

### **Interpretation**

1. In these articles, the following words and expressions shall have the following meanings:-

**"the Companies Act"** means the Companies Act 1985, and every statutory modification or re-enactment thereof for the time being in force.

**"Share"** means a share in the capital of the Company.

**"Shareholder"** means a person holding shares in the capital of the Company.

**"Table A"** means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

### **Table A**

2. The regulations contained in Table A shall apply to the Company, except in so far as they are excluded by, or are inconsistent with, the following articles.

### **Share capital**

3. The Board shall be authorised, for all the purposes of Section 80 of the Companies Act, to allot and issue relevant securities (as defined in that Act) up to the authorised share capital of the Company at the date of adoption of these articles. This authority shall expire on the fifth anniversary of the date of adoption of these articles. In accordance with Section 95 of the Companies Act, it is agreed that Section 89 of the Act shall not apply to any allotment made pursuant to the said authority.

### **Lien**

4. The Company shall have a first and paramount lien on every Share for all money (whether presently payable or not) called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares registered in the name of any person (whether solely or jointly with others) for all money owing to the Company from him or his estate, either alone or jointly with any other person, whether as a Shareholder or not, and whether such money is presently payable or not. The directors may, at any time, declare any Share to be wholly or partly exempt from the provisions of this article.

### **Proceedings at general meetings**

5. A poll may be demanded at any general meeting by any member entitled to vote thereat.
6. The chairman of a general meeting shall not have a second or casting vote.
7. On a show of hands or on a poll, votes may be given either personally or by proxy. A member may appoint only one proxy to attend on each occasion.

16. A director who is, in any way, whether directly or indirectly, interested in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) shall declare the nature of his interest at a meeting of the directors, in accordance with Section 317 of the Act. Subject to such disclosure, a director shall be entitled to vote in respect of any such contract, transaction or arrangement and he shall be counted when reckoning a quorum.
17. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference, telephone or similar communication equipment, whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting for all purposes, including quorum.

### **Indemnity**

18. The Company may, in such manner as may be permitted by law, take out and maintain (or pay the expenses of any of its officers personally taking out and maintaining) insurance covering any of its officers for liabilities incurred by them by reason of their being officers of the Company. Regulation 118 of Table A shall also apply.

### **Transfer of shares**

19. The directors may, in their absolute discretion and without giving any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid-up share.
20. The approval of the board of a transfer of a share in the Company shall terminate any liability of the transferor in relation to that share.
21. The Company may dispense with the use of a common seal and its officers may execute documents as deeds in any manner permitted by law.

### **Financial assistance**

22. Save to the extent prohibited by the Statutes or otherwise by law, the Company shall be entitled, subject to, and in accordance with, the provisions of the Statutes, to give financial assistance, directly or indirectly, for the purpose of the acquisition or proposed acquisition of any shares of the Company, or any company of which it is a subsidiary, or for the purpose of reducing or discharging any liability incurred by any person for the purpose of acquiring any shares of the Company, or any company of which it is a subsidiary.

WE, the several persons whose names, 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.

### **Appointment, remuneration and retirement of directors**

8. The Company may, by ordinary resolution, appoint a person who is willing to act as a director, either to fill a vacancy or as an additional director.
9. There shall be no age limit for directors of the Company.
10. The directors shall not be subject to retirement by rotation and, accordingly, the final two sentences of Regulation 79 of Table A shall not apply.
11. In any case where, as a result of the death of a sole shareholder of the Company, the Company has no shareholders and no directors, the personal representatives of such deceased shareholder shall have the right, by notice in writing, to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to Regulation 78 of Table A.

### **Number of directors**

12. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum, and the minimum number of directors shall be one.

### **Alternate directors**

13. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.

### **Disqualification and removal of directors**

14. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:-
  - (c) he becomes, in the opinion of all of his co-directors, incapable by reason of mental disorder, of discharging his duties as director.
  - (e) he is otherwise duly removed from office.

### **Proceedings of directors**

15. Regulation 88 of Table A shall be amended by substituting for the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

the following sentence:-

Notice of every meeting of the directors shall be given to each director or his alternate director, including directors and alternate directors who may, for the time being, be absent from the United Kingdom and have given the Company an address for service within the United Kingdom.

Names, addresses and descriptions of subscribers      Number of shares taken by each subscriber

David John Medcalf  
80 Guildhall Street  
Bury St Edmunds  
Suffolk IP33 1QB

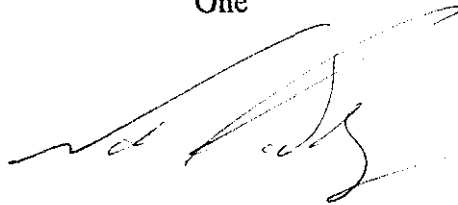
One



Solicitor

Neil Roderick Walmsley  
80 Guildhall Street  
Bury St Edmunds  
Suffolk IP33 1QB

One



Solicitor

DATED the 8<sup>th</sup> day of April 2004

WITNESS to the above signatures:-



DEBRA KNIGHTS  
80 Guildhall Street  
Bury St Edmunds  
Suffolk IP33 1QB

Secretary