

WRITTEN RESOLUTION

CALVERT OFFICE EQUIPMENT LIMITED

NI006103

The Companies Act 2006

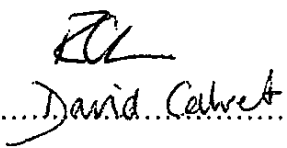
A Company limited by shares

Written Resolution of Calvert Office Equipment Limited

Pursuant to Section 288 of the Companies Act 2006 (the "Act") passed on 24th day of
...MARCH..... 2015

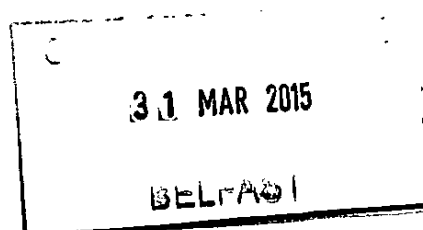
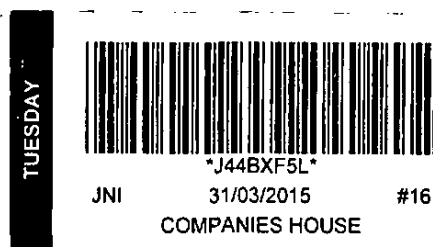
We the undersigned members of the above named company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the company hereby resolve as follows:

1. THAT, pursuant to Section 21 of the Act the memorandum and articles of association of the above named company be replaced in their entirety by the memorandum and articles of association attached.

Signed for and on behalf of Orby Holdings Limited.....

Dated this 26th day of MARCH

2015



THE COMPANIES ACT (NORTHERN IRELAND), 1960

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CLAVERT OFFICE EQUIPMENT LIMITED

1. The name of the company is "CALVERT OFFICE EQUIPMENT LIMITED"
2. The Registered office of the Company will be situate in Northern Ireland
3. The objects for which the Company is established are: -
 - a. To acquire and take over as a going concern and carry on the business of Stationers and General Office Suppliers now carried on by Robert Boyd Calvert at 38 Bedford Street, in the city of Belfast, under the style of "The C. & C. Office Supply Company", together with all or any of the real and personal property and assets of the proprietors of that business used in connection therewith or belonging thereto.
 - b. To carry on, either in connection with the business aforesaid or as distinct and separate businesses of Wholesale and Retail Stationers and Paper Merchants, Printers and Publishers, Agents for the Sale of, Manufacturers, Distributors, Servicers, Maintainers, Repairers, Hirers, Letters on Hire and Dealers in Office Equipment, Furniture, Requisites and Supplies of every description, Booksellers, Proprietors of Lending and Circulating Libraries, Merchants of, and Dealers in Typewriters, Adding and Calculating Machines, Tape Recorders and Recording Machines, Duplicating Machines, Filing Cabinets, Safes, Sectional Cabinets and Bookcases, Account and Record Books, and every description of Furniture, Accessories, Appliances, Apparatus and Equipment requisite or convenient for commercial or academic use; Book Keeping and Office System Specialists, Business System Organisers and Advisers, Advertising and Publicity Experts, Consultants, Agents and Contractors, Designers and Draughtsmen of Publicity Systems, General and Manufacturing Printers and Publishers and Dealers in every description of Printers' and Publishers' Sundries, Paper Manufacturers and Dealers in all materials used in the manufacture of Paper, Envelope, Box, Carton and Account Book Makers, Bookbinders and Dealers in Strawboards and all other Binding, Padding, Wrapping and Packing Materials, Printers' Roller and Composition Manufacturers, Printing and other Ink and Colour Makers, Printers' Engineers and Dealers in Fancy Goods of all kinds.

- c. To manufacture, buy, sell and otherwise deal in goods, articles, commodities and things of all kinds capable of being used in connection with the before-mentioned businesses or any of them.
- d. To carry on any other business (whether manufacturing or otherwise) which may seem to this Company capable of being conveniently carried on or in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- e. To purchase or by any other means acquire any freehold, leasehold, or any other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- f. To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person firm, or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.
- g. To apply for, 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, trademarks, designs, protections, and concessions which may appear likely to be advantageous or useful to the company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the company may acquire or propose to acquire.
- h. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or for property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- i. To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to Account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the company.
- j. To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such a manner as may from time to time be determined.
- k. To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- l. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- m. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- n. To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Ministry of Commerce 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- o. To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's object or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- p. To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

- q. To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- r. To remunerate any person, firm, or company rendering services to this company, either by cash payment or by the allotment to him or them of Shares or securities if the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- s. To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of 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, Debentures, Debenture Stock, or securities of this Company.
- t. To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees , or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to 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, and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; 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.
- u. To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- v. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- w. To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- x. To procure the Company to be registered or recognised in any Foreign Country or Place.

- y. Except insofar as prohibited by Article 161 of the Companies (Northern Ireland) Order 1986 (the "order"), to give directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Article 161 (2) of the Order) to any person or company in any matter on any terms and for any purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purpose of or subscription for securities in the capital of the Company or any holding company, subsidiary or wholly owned subsidiary of the Company to be made by any person or Company.
- z. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that such Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £10,000, divided into 10,000 ordinary Shares of £1.00 each.

THE COMPANIES ACT (NORTHERN IRELAND) 1960

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

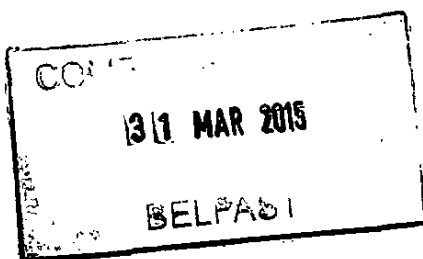
CALVERT OFFICE EQUIPMENT LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act (Northern Ireland) 1960 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clause 10, 24, 52, 77, 79, 81 and 129 in Part I of Table A shall not apply to the Company ; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4, 5, 6 and 7 (but not clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. The authorised share capital of the Company is £10,000.00 divided into 10,000 ordinary shares of £1.00 each.
- 3.1 Subject to the provisions of Clause 45 in Part I of Table A the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on-such terms, and in such manner as they think fit.
- 3.2 Subject to the provisions of the Companies (Northern Ireland) Order 1986 the Company is hereby authorised to purchase its own shares (including any redeemable shares) whether out of distributable profits or otherwise.
- 3.3 The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one or two or more joint holders.



GENERAL MEETINGS

4. Notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.
5. Clause 56 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

VOTES OF MEMBERS

6. No person (other than a solicitor or a person qualified in accordance with Sub-Section (1) of Section 155 of the Companies Act (Northern Ireland), 1960 to act as Auditor of the Company) shall be appointed a proxy who is not a Member of the Company and qualified to vote; and clause 70 in Part I of Table A shall be modified accordingly.

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two.
8. The following persons shall be the first Directors of the Company:

Robert Boyd Calvert and

Brian Calvert.

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 90 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live; and accordingly Clauses 91 to 96 and Clause 98 in Part I of Table A shall not apply to any Permanent Director.

9. A shareholding qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed, no qualification shall be required.
10. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled Capital, or any part thereof, and 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.
11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there out, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 86 in Part I of Table shall be modified accordingly.
12. A Meeting of the Directors may be validly held notwithstanding that all of the Directors are not present in the same place and at the same time provided that:

- (a) a quorum of the Directors at the same time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication; and
- (b) a quorum of the Directors entitled to attend a meeting of the Directors agree to the holding of the meeting in the manner described therein.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT BOYD CALVERT
35 ORBY GROVE
CASTLEREAGH ROAD
BELFAST 5

SUPPLIER OF OFFICE EQUIPMENT

BRIAN CALVERT
35 ORBY GROVE
BELFAST 5

SALESMAN

Dated this 28th day of August 1964.

Witness to the above signatures: - GERALD HARRISON
SOLICITOR
BELFAST