

Company No 1210975



The Companies Act 1985

Company Limited by Shares

Memorandum

and

amended Articles of Association

of

Saville Barker Newsagents Limited

Incorporated the 5th day of May 1975

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The companies Acts 1948 to 1967

Company Limited by Shares

Memorandum of Association
of
Saville Barker Newsagents Limited

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- 1 The name of the Company is "Saville Barker Newsagents Limited"
 - 2 The registered office of the Company will be situated in England
 - 3 The objects for which the Company is established are -
 - (a)
 - (i) To carry on business as stationers, tobacconists, librarians and dealers in leather and fancy goods, toys, books, newspapers, periodicals, confectionary, ice cream, and soft drinks, and to operate licence or licences for the establishment of branch post offices
 - (ii) To carry on business as General Wholesales for all classes of trades and as Agents for the importation, exportation and purchase and sale of merchandise, goods, materials, and produce of every description and as agents and brokers for manufacturers, buyers, tradesmen and others, and generally to undertake and carry out agency work of every description and as factors, warehousemen, general merchants and manufacturers and dealers in merchandise and goods, materials and commodities of all kinds
 - (b) To acquire and take over any businesses or undertakings carried on upon, or in connection with any land or building which the Company may have acquired or desire or proposed to acquire as aforesaid, or to become interested in or carry on or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient
 - (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on 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 or assets
 - (d) To purchase or by any other means acquire any freehold leasehold or 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 and 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

- (e) 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
- (f) 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, trade marks, 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
- (g) 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 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 or Debenture Stock, or securities so received
- (h) 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
- (i) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined
- (j) To lend and advance money or give credit to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property, and assets, present and future, and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premiums) of, and the dividends or interest on any debenture stock, shares, or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business
- (k) 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

- (l) 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
- (m) To apply for, promote, and obtain any Act of Parliament, provisional Order, or Licence for the Board 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (n) 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 objects 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
- (o) 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
- (p) 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
- (q) 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 of the Company credited as fully paid up in full or in part or otherwise as may be thought expedient
- (r) 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
- (s) To support and subscribe to any charitable or public objects, and any institution, society, or club which may be for the benefit of the Company or its employees or any such other company or person as hereinafter mentioned, 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 or Officers of, or who are or have been employed by, or who are serving or have served the Company or any Company which is a subsidiary of the Company or is allied to or associated in business with the Company or with any such subsidiary Company or any business acquired by the Company, and to the wives, widows, children, and other relatives and dependents of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or scheme (whether contributory or non-contributory) for

the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents

- (t) 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
- (u) 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
- (v) To distribute among the Members of the Company in kind any property of the Company and in particular any shares, debentures or securities of any other company belonging to this Company or of which this Company may have the power of disposing
- (w) To procure the Company to be registered or recognised in any part of the world
- (x) 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 each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, 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 shares of £1 each

By an Ordinary Resolution passed 20th May, 1975 the capital of the Company was increased to £25,000 divided into 25,000 Ordinary Shares of £1 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 out opposite our respective names

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
Richard Antony Alderson 9 Hartopp Road Four Oaks Sutton Coldfield West Midlands	
Solicitor's Articled Clerk	One
Ian Christopher Reaves 144 Viceroy Close Birmingham B5 7UX	
Solicitor's Articled Clerk	One

Dated this 16th day of April, 1975

Witness to the above signatures -

Beverley Gilroy
1 Blakedown Road
Halesowen
West Midlands

Occupation Secretary

The Companies Acts 1948 to 1967

Company Limited by Shares

Amended Articles of Association

of

Saville Barker Newsagents Limited

Preliminary

- 1 Subject as hereinafter provided the regulations contained or incorporated in Part II of the First Schedule of the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") as amended by the Companies Act, 1967 shall apply to the Company
- 2 Clauses 24, 52, 53, 55, 79, 88, 89 to 94 inclusive, 101, 106, 108 and 136 of Part 1 of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part 1") shall not apply to the Company, but the Articles hereinafter contained and the remaining clauses of Table A, Part 1, subject to the modification hereinafter expressed, together with Clauses 2, 4 and 5 of Table A, Part II shall constitute the regulations of the Company
- 3 The share capital of the Company is £10,000 divided into 10,000 Shares of £1 each

Shares

- 4 Unless otherwise determined by the Company in General Meeting any shares for the time being unissued shall, before they are issued be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such 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 such 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, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any unissued share, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided

By an Ordinary Resolution passed 20 May, 1975, the capital of the Company was increased to £25,000, divided into 25,000 Ordinary Shares of £1 each

- 5 The lien conferred by Clause 11 of Table A, Part 1 shall extend to fully paid 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 of several joint holders

Notice of General Meetings

- 6 The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in Clause 50 of Table A, Part 1

Proceedings at General Meetings

- 7 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of sanctioning dividends, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors and any other documents accompanying or annexed to the balance sheets, the election of Directors and Auditors and other Officers in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Directors and Auditors
- 8 The Chairman, if any, of the Board of Directors, or in his absence the Deputy Chairman, if any, of the Board of Directors, shall preside as Chairman of every General meeting of the Company or if there is no such Chairman or Deputy Chairman, or if neither of them shall be present within fifteen minutes after the time appointed for the holding of the meeting, or if, being present neither of them is willing to act, the Directors present shall elect one of their number to be Chairman of the Meeting

Transmission of Shares

9

- (a) A share may be transferred as follows -
- (i) By a member or other person entitled to transfer to any member selected by the transferor
 - (ii) By a member to his or her father or mother or to any lineal descendant of his or her father or mother, or his or her wife or husband, or to the wife or husband or widow or widower of any such lineal descendant as aforesaid, or to the trustees for the time being of any settlement wholly or in part created by him or her for any such person related to the settler as aforesaid or by the trustees of such a settlement to any beneficiary under such a settlement, being a person related to the settler as aforesaid and any share or shares of the deceased member may be transferred by his or her executors or administrators to the father or mother or the widow or widower of such deceased member, or to the wife or husband or widow or widower of any lineal descendant as aforesaid, and shares already in the name of the trustees of a settlement or of the estate of a deceased member may be transferred on any change of such trustees to the trustees for the time being of the settlement or the estate (as the case may be)
- (b) Save as aforesaid and save as provided by paragraph (g) of this Article, no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at a fair value
- (c) Except where the transfer is made pursuant to paragraphs (a) and (g) of this Article the person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum which he fixes as a

fair value and shall constitute the Company as agent for the sale of the share to any member of the Company willing to purchase the share (hereinafter called "the purchasing member") at the price so fixed or at the option of the purchasing member at the fair value to be fixed in accordance with paragraph (e) of this Article. A transfer notice may include several shares and in such case shall be operative as if it were a separate notice in respect of each. A transfer notice shall not be revocable except with the sanction of the Directors.

- (d) If the Company shall within the space of Twenty eight days after being served with a transfer notice find a purchasing member and shall give notice thereof to the proposing transferor he shall be bound upon payment of the fair value as fixed in accordance with paragraphs (c) and (e) hereof to transfer the share to the purchasing member.
- (e) In case any difference arises between the proposing transferor and the purchasing member as to the fair value of a share then subject as hereinafter mentioned the Auditor shall, on the application of the purchasing member within forty two days of the date of the transfer notice certify in writing the sum deemed to be the fair value, if within seven days of receiving notice of such application the proposing transferor objects the nominee of the President of the Institute of Chartered Accountants in England and Wales shall certify, in so certifying the Auditor or such nominee shall be considered to be acting as an expert and not as an arbitrator and accordingly the Arbitration Act 1950 shall not apply, if no application is made within the same period the sum specified in the transfer notice shall be the price payable.
- (f) If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money, and the proposing transferor shall be deemed to have appointed any one Director or the Secretary of the Company as his agent to execute a transfer of the share to the purchasing member, and upon the execution of such transfer the Company shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
- (g) If the Company shall not, within the space of Twenty eight days after being served with a transfer notice, find a purchasing member and give notice in manner aforesaid, the proposing transferor shall at any time within Three months afterwards, be at liberty subject as in these Articles otherwise provided, to sell and transfer the share (or where there are more shares than one or those not placed) to any person at any price.
- (h) Any shares specified in any transfer notice shall be offered to the members, holding shares of the same class as those comprised in the transfer notice in the proportion as near as may be according to their holding of such shares and any shares not taken up by such members shall then be offered to the remaining members in proportion of their holdings of shares of any other class (other than preference shares) in the capital of the Company and the period mentioned in sub-clause (g) hereof shall be extended for a further period of Twenty eight days from the date of such last mentioned offer. Any member may declare his willingness to acquire more shares than his original proportion and such declaration shall become operative as to any shares not acquired by the other members under this Article.

- 10 Save as otherwise provided by the immediately preceding Article the Directors may in their absolute discretion and without assigning any reason decline to register any transfer of any share whether or not it is a fully paid share

Directors

- 11 Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two and regulations 75 of Table A, Part 1 shall be modified accordingly
- 12 The words "in General Meeting" shall be inserted after the words "unless the Company" in regulations 78 of table A, Part 1

Borrowing Powers

- 13 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

Powers and Duties of Directors

- 14 A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part 1 which paragraphs shall not apply to the Company
- 15 If any Director being willing shall be called upon to perform extra services, or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate such Director so doing either by a fixed sum and/or by a percentage of profits or otherwise as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for the remuneration provided by these Articles
- 16 Without prejudice to any other powers conferred upon the Directors by the Articles of Association of the Company or by law, the Directors shall have power to make and carry out all arrangements and schemes for the benefit of employees, their dependents or connections, grant pensions, gratuities and allowances and make payments towards insurance, and subscribe or guarantee money for charitable, business or benevolent objects, trade associations, institutions for the benefit of employees or the like, or for any exhibition or public business or for any other objects or purpose which the Directors may consider advantageous to or in the interests of the Company
- 17 For the purpose of any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees the Managing Directors and Directors holding salaried appointments shall be deemed employees of the Company, and may accordingly (if otherwise qualified under the provisions of the scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder The Directors may pay out of the Company's moneys any premiums or contributions becoming payable by the Company under the provisions of any such scheme in respect of Directors who are members thereof and any Director may vote at Board Meetings upon any resolution or matter relating to any such scheme (including resolutions for

payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such resolution or matter

18 A Managing Director or a Director holding a salaried appointment shall receive such remuneration (whether by way of salary, commission or participation in profits, or any other description, or partly in one way and partly in another) as the Directors may determine. Such remuneration may include the payment to such Managing Director or salaried Director, as the case may be, or his widow, children or dependents of a pension or other benefits on or after retiring from his office as Managing Director or salaried Director apart from or in addition to the benefits provided by any such pension fund or scheme as is mentioned in the last preceding Article, and such pension or other benefits may be paid notwithstanding that on retirement from such office the Managing Director or salaried Director remains a Director

19 The words of Regulation 86 of Table A, Part 1, following sub-paragraph (c) shall not apply to the Company

Rotation of Directors

20 In regulation 95 of Part 1 of Table A the words "but shall not be taken into account in determining the Directors who are to retire by rotation" shall be omitted

Disqualification of Directors

21 The office of a Director shall be vacated

- (1) If by notice in writing to the Company he resigns the office of Director, not being precluded from so doing by any contract between him and the Company
- (2) If he becomes bankrupt or enters into any arrangements with his creditors
- (3) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act
- (4) If he becomes of unsound mind
- (5) If he be convicted of an indictable offence (not being an offence which, in the opinion of the Board of Directors, does not affect his character or position as a Director of the Company such as an offence under the Road Traffic Acts 1930 to 1962 or any statutory provisions in lieu or in modification thereof)
- (6) If he absents himself from the meetings of the Directors for a period of six calendar months without special leave of absence from the other Directors and the Directors resolve that his office shall be vacated
- (7) If he is removed from office under Section 184 of the Act
- (8) If he ceases to be a Director by virtue of Section 182 of the Act

Proceedings of Directors

22 The Directors may elect a Chairman and Deputy Chairman of their meetings and determine the period for which they are respectively to hold office, but if no such

Chairman or Deputy Chairman is elected, or if at any meeting neither is present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting

- 23 No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of seventy years or any other age
- 24 A resolution in writing signed or approved by letter, telegram, cablegram or telex by each Director or his alternate, or by all the members of a committee shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such committee. When signed a resolution may consist of several documents each signed by one or more of the persons aforesaid

Alternate Directors

- 25 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when
- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is¹

- 26 Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director appointed by him from office. Any alternate Director so appointed shall not be entitled to receive remuneration from the Company nor be required to hold any qualification but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and (in the absence of his appointer from England) generally to perform all the functions of such appointer as Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement, shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company

¹ Article 25 was inserted by Written Resolution passed 21st November 2011

Notices

- 27 In clause 131 of Table A, Part 1, the words "in the case of a notice of a meeting" and all the words after "the letter containing the same is posted" shall be omitted therefrom

Winding Up

- 28 In regulation 135 of Table A, Part 1, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories"

Indemnities

- 29 Subject to the provisions of Section 205 of the Act, every Director or other officer of the Company shall be entitled to 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 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 448 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

Information

- 30 The Directors may at any time require any person whose name is entered on the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by Statutory Declaration which they may consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof or for the purposes of enabling the Directors to comply with the requirements of Sections 27-31 of the Companies Act 1967 or any statutory modification or re-enactment thereof