

No. of Company 1578483

The Companies Acts 1948 to 1980
and
The Companies Act 1985

COMPANY LIMITED BY SHARES

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Memorandum and Articles of Association of

ECHO COMMUNICATIONS LIMITED

(Incorporated the 6th day of August 1981)

The Companies Acts 1948 to 1980
and
The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ECHO COMMUNICATIONS LIMITED¹

1. The name of the Company is "ECHO COMMUNICATIONS LIMITED"*.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:

(A) (1) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.

(2) To carry on all or any of the following business: proprietors of shops, warehouses, workshops, garages and factories of all kinds, hotels, cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, holiday camps and chalets, financial agents and brokers, investment agents, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, computer programmers, operators, analysts and designers, film and record producers, publishers, printers, stationers, theatrical agents, booking agents, chemists, grocers, greengrocers, tobacconists, confectioners, funeral directors, undertakers, bookmakers, caterers, consultants, haulage contractors, estate agents, hairdressers, photographers, security contractors, insulation contractors, detective agents, car hirers and shipping agents.

(3) To undertake and execute agency or commission work and to act generally as agents, factors and brokers for the sale and purchase of goods and the provision of services and travel.

*The name of the Company was changed from Gazelle Communications Limited on 14th July 1982 and from the Gazelle Telephone Company Limited on the 25th June 1987.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant

¹ As amended by a special resolution dated 3 March 2017

and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure or guarantee the payment of money for the purposes of or in connection with the Company's business or the business or general corporate purposes of any holding company or subsidiary of the Company, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges 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.

(G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by installments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred 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 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.

(N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(O) to purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the company may think fit.

(Q) 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, 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.

(R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(S) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ECHO COMMUNICATIONS LIMITED²

1. Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 24, 53, 75, 77 and 88 of Part I of Table A and regulation 5 of Part II of Table A shall not apply to the Company.
3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, 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, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any 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,.
5. In Regulation II of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.
6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.
7. The proviso to regulation 32 of Part I of Table A shall be omitted.
8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than seven.
9. The proviso to regulation 79 or Part I of Table A shall be omitted.
10. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

² As amended by special resolutions dated 13 February 2014 and 3 March 2017.

11. The office of a Director shall be vacated -

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act or section 28 of the Companies Act 1976.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

12. Financial Institutions

Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

12.1 is to:

- (a) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "**Financial Institution**") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a "**Security**") that benefits a Financial Institution; and/or
- (b) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "**Receiver**") pursuant to powers granted to it under the Security; and

12.2 is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or

12.3 is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.

12.4 Notwithstanding anything contained in these articles, the Company shall have no lien on any shares which have been charged or mortgaged by way of security to a Financial Institution.

12.5 Notwithstanding anything contained in these articles:

- (a) no transferor of any shares in the Company or proposed transferor of such shares to a Financial Institution or to its nominee;
- (b) no Financial Institution or its nominee;
- (c) no entity to whom any shares in the Company are transferred at the direction of a Financial Institution; and/or

(d) no administrative receiver, administrator receiver or receiver and manager appointed by or on behalf of a Financial Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company, and no such shareholder shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not.

13. Regulation 10 of Part 1 of Table A shall be disapplied.