



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5059819

The Registrar of Companies for England and Wales hereby certifies that
LAMBERT KIRK 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 2nd March 2004



N05059819D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

5059819

Company name

LAMBERT KIRK LIMITED

I,

7SIDE SECRETARIAL LIMITED

of

14-18 CITY ROAD
CARDIFF
CF24 3DL

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House

— for the record —

10(ef)

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



XQLI4T10

Received for filing in Electronic Format on the: **01/03/2004**

*Company Name
in full:* **LAMBERT KIRK LIMITED**

*Proposed Registered
Office:* **1ST FLOOR
14/18 CITY ROAD
CARDIFF
CF24 3DL**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **7SIDE LIMITED**
Agent's Address: **14-18 CITY ROAD
CARDIFF
CF24 3DL**

Company Secretary

Name **7SIDE SECRETARIAL LIMITED**

Address: **14-18 CITY ROAD
CARDIFF
CF24 3DL**

Consented to Act: **Y** *Date authorised* **01/03/2004** *Authenticated:* **Y**

Director 1:

Name **7SIDE NOMINEES LIMITED**

Address: **14-18 CITY ROAD
CARDIFF
CF24 3DL**

Consented to Act: **Y** *Date authorised* **01/03/2004** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **SUBSCRIBER** *Date Authorised:* **01/03/2004** *Authenticated:* **Yes**

THE COMPANIES ACT 1985 (C. 55)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

LANBERT KIRK LIMITED

1. The name of the Company is LANBERT KIRK LIMITED.
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) To carry on business as a general commercial company.
 - (B) To carry on any other business which may in the opinion of the Board of Directors be advantageously carried on by the Company.
 - (C) To purchase, sell, exchange improve, mortgage charge rent let on lease, lease, sub-let, license, accept surrender of and otherwise acquire and deal with any freehold leasehold or other property interests and effects and to erect pull down repair alter, remove or otherwise deal with any building or buildings and erect the same for the purposes of the Company's business.
 - (D) To purchase or otherwise acquire all or any part of the business or assets of any person firm or company carrying on or formed or carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
 - (E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant or to grant.
 - (F) To sell or lease, develop or otherwise deal with the undertaking of all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in, any other company.
 - (G) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
 - (H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
 - (I) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges obligations, interest dividends, annuities, monies or shares or the performance of contracts of any person or firm or any other company or person (including but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary or such holding company within the meaning of Sections 710 and Section 710(A) of the Companies Act 1985 (the "Act") as amended by the Companies Act 1980, and to give indemnities and guarantees of all kinds and to enter into

partnership or any joint venture with any person, persons, firm or company

(B) 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, charged upon all or any of the Company's property, both present and future, including its uncalled capital and to re-sell any debentures at any time paid off.

(C) To draw, make, accept, endorse, discount, execute and issue necessary notes, bills of exchange, debentures, warrants and other negotiable instruments.

(D) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations to, any other company or companies.

(E) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(F) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and securities including brokerage and commission.

(G) To promote, or aid in the promotion of, any company or companies for the purpose of enabling all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(H) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.

(I) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide persons for, or make payments to, or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.

(J) To distribute any property of the Company in specie among the Members.

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

It is declared that the foregoing powers shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

The subscriber to this Memorandum of Association wishes to be formed into a Company pursuant to this Memorandum; and agrees to take the number of Shares shown opposite the column hereinafter

NAME AND ADDRESS OF SUBSCRIBER

Number of
shares
taken by
the subscriber

78136 Nominees Limited
4-15 City Road
Cardiff
CF 34 3DL

ONE

DATED: 1 March 2014

THE COMPANIES ACT 1985 (C. 95)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

LANBERT KIRK LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1995 and The Companies Act 1985 (Laidron's Communications) Order 2000 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment or any subordinate enactment thereof.

PRIVATE COMPANY

2. The Company is a private company within the meaning of the Companies Act 1985.

ALLOTTMENT OF SHARES

3. The Directors of the Company are generally authorised for the purposes of Section 80 of the Act to allot, grant, agree over or otherwise deal with or dispose of the original shares in the capital of the Company at the date of its incorporation to such persons at such times and on such conditions as they think fit, subject to the provisions of that Section and Article 4 hereof and provided that no shares shall be issued at a discount. In accordance with Section 81 of the Act Sections 80(1) and 80(1) to 80(6) of the Act shall not apply to the Company.

4. The general authority conferred on the Directors by regulation 11 of these Articles shall extend to all relevant securities (as defined by Section 80 of the Act) in the capital of the Company at the date of its incorporation during the period of five years from the date upon which the Company was incorporated and the Directors may, after the authority has expired, when any shares in pursuance of an offer or agreement so made by the Company before the authority expired, the authority may be renewed, varied or revoked by the Company in General Meeting.

SHARES

5. The Company shall have a full and paramount lien on all assets, whether fully paid or not, standing 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 two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

6. The liability of any Member in default in respect of a call shall be increased by the addition of the amount of the interest and of the expenses of Regulation 10 in Table A on the moneys and all expenses that may have been incurred by the Company by reason of such non-payment."

7. Regulator 3 in Table A shall not apply to the Company and subject to the provisions of Chapter VI of Part V of the Act 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 (it doing so by tendering its shares);

(c) make a payment in respect of the redemption or purchase, under Sections 150, 160 or 162 of the Act and the relevant order (a) or (n) above, in 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.

TRANSFER OF SHARES

8. (a) 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.

(b) Regulation 2(a) of these Articles shall not apply to any transfer to a person who is already a Member of the Company.

9. Subject to Regulation 8 of these Articles a Subscriber in the Memorandum of Association of the Company may freely transfer his shares to any person (firm or company).

10. A Member (other than a Subscriber to the Memorandum of Association of the Company) who desires to transfer shares in a person who is not already a Member of the Company shall give notice of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the Member giving such notice may dispose of such shares or any of them to Members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a Member or Members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undispensed of in any manner he may think fit within three months from the date of the said notice.

11. The instrument of transfer of any share shall be executed by or on behalf of the transferor and shall be deemed to remain a holden of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETING AND RESOLUTIONS

12. 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.

13. Regulation 40 in Table A shall be read and construed as if the words "unless the Company has only one Member in which case one Member present in person or by proxy shall be a quorum" were added at the end.

14. 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.

15. In addition to the requirements of Regulation 100 of Table A the Directors shall also insert in the minute book of the Company a memorandum, in all decisions taken by a sole Member when the Company has only one Member which may have been taken by the Company in General Meeting and which have effect, as if agreed in General Meeting.

DIRECTORS

16 (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 Section 10 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 conferred by Table A or these Articles and expressed to be vested in the Directors generally and Regulation 99 in Table A shall be modified accordingly.

(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 94 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

17 (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company except only so far as (if any) of the remuneration otherwise payable to his appointor as such appointor may by resolution of the Company provide to the 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. Regulation 98 in Table A shall be modified accordingly.

(b) A Director or any other person may act as an 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 his own vote (if any) as a Director.

BORROWING POWERS

18 The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and, for such terms and in such manner as they think fit, and to create 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 created in its shares) to Sections 80 and 850 of the Act to issue debentures, debenture stock, and other securities whether with or without security (in any form), liability or obligation of the Company or of any third party.

PROCEEDINGS OF DIRECTORS

19 Subject to the provisions of Section 317 of the Act, 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 in respect, and if he shall so vote his vote shall be counted and he shall be reckoned to be present if a quorum present at any meeting when any such contract or arrangement is under consideration.

20 It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings.

21 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and

shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled or, if there is no such group where the Chairman of the meeting then is.

DISQUALIFICATION OF DIRECTORS

22 The office of a Director shall be vacated if he becomes incapable by reason of illness, injury or incapacity of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

ROTATION OF DIRECTORS

23 The Directors shall not be required to retire by rotation nor shall the Directors or any of them be required to retire from office at the first annual general meeting and Table A shall be modified accordingly.

THE SEAL

24 If the Company has a seal it shall be used only with the authority of the Directors or of a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 8 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

INDEMNITY

25 (a) Regulation 112 of 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, 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 Sections 144 or 127 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 219 of the Act.

(b) The Directors shall have power to purchase and maintain, at the expense of the Company an insurance policy for any Director (including an alternate Director), Officer or Auditor of the Company against any such liability as is referred to in Section 219(1) of the Act.

NAME AND ADDRESS OF SUBSCRIBER

7444a Nominee Limited
14 Holly Road
Cardiff
CF34 3DL

DATED: 1 March 2014