

Companies (Northern Ireland) Orders 1986 to 1990

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SMYTHS TOYS NI LIMITED

(Adopted by a special resolution passed on *6 December* 2022) (the "Date of Adoption")

PRELIMINARY

- 1 The regulations contained in Table A of the Companies (Tables A to F) Regulations Northern Ireland) 1986 as amended ("Table A") shall apply to the Company subject to any alteration or modification hereinafter expressed.
- 2 Regulations 4, 8-22, 24, 40, 54, 57, 58, 64, 73-78, 82-84, 87, 95-91, 102, 110, 113 and 117 shall not apply to the Company.
- 3 In these articles, where the context so permits, words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.

PRIVATE COMPANY

- 4 The Company is a Private Company and accordingly, in compliance with Article 91 of The Companies (Northern Ireland) Order 1986 (the "Order") any invitation to the public to subscribe for any shares in or debentures of the Company is prohibited.
- 5 As at the Date of Adoption, the share capital of the Company is £100 divided in 100 ordinary shares of £1.00 each (the "Ordinary Shares").
- 6 On the Date of Adoption, it is intended that 1 A ordinary share of £1.00 (the "A Ordinary Share(s)") be issued.
- 7 Except as otherwise provided in these articles the Ordinary Shares and A Ordinary Shares together (the "Shares") shall rank pari passu in all respects but shall constitute separate classes of shares.
- 8 The holders of the Ordinary Shares and the A Ordinary Shares for the time being in issue shall be entitled to receive such dividends as may at the absolute discretion of the board of directors be declared on such class of shares, provided always that (i) dividends shall only be declared on any such shares to the extent permitted by law and (ii) dividends may be declared in respect of one class of shares in the Company and not the other and in differing amounts on different classes of shares at the absolute discretion of the board of directors.
- 9 Articles 99(1) and 100(1) to (6) of the Order shall not apply to the allotment of equity securities in the Company.

TRANSFER OF SHARES

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- (1) The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
- (2) 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:
 - i. is in favour of any bank, institution or other person to which such shares have been mortgaged or charged by way of security, or in favour of any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person); or
 - ii. is delivered to the Company for registration by a bank, institution or other person or its nominee in order to perfect its security over the shares; or
 - iii. is executed by any bank, institution or other person to whom such shares have been mortgaged or charged by way of security, or by any nominee of such a bank, institution or other person pursuant to the power of sale or other power existing under such security.

and a certificate by any official of such bank, institution or other person that the shares were so mortgaged or charged and the transfer was so executed shall be conclusive evidence of such facts.

Any of the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles or in any other agreement between the shareholders or any of them, no transferor of any shares in the Company or proposed transferor of such shares to any bank, institution or other person to whom such shares have been mortgaged or charged by way of security or any nominee of such bank, institution or other person and no such bank, institution, other person or nominee, shall be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company of any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

No resolution shall be proposed or passed the effect of which would be to delete or amend this regulation without the prior written consent of any bank, institution or other person which for the time being holds any mortgage or charge over any shares in the capital of the Company.

- 11 The provisions of Regulation 35 of Table A shall apply, subject to the provisions contained in these articles.

DIRECTORS

- 12 Unless and until determined by the Company in General Meeting the number of Directors shall be not less than one nor more than five. The first Directors of the Company shall be as named in the statement delivered pursuant to Article 21 of the Order.

PROCEEDINGS AT GENERAL MEETINGS

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- (1) No business shall be transacted at any meeting unless a quorum is present at the time the meeting proceeds to business. A quorum shall be present if at least two of the members are present in person, or by proxy, or being a corporation by a duly authorised representative. The words "or if during a meeting such quorum ceases to be present" shall be deleted from Regulation 41 of Table A.
- (2) Subject to articles 12.3 and 12.4 below, on a show of hands or on a poll every member whether present in person, or by proxy, or if a corporation by a duly authorised representative, shall have one vote for each share of which he is a holder and Regulations 46 and 59 or Table A shall be modified accordingly.
- (3) The Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.
- (4) The A Ordinary Shares shall carry no voting rights and each holder of A Ordinary Shares shall not have the right to receive notice of or to attend any general meeting of the Company nor to receive or vote on any proposed written resolutions of the Company.

SECRETARY

- 14 The first secretary shall be as named in the statement delivered pursuant to Article 21 of the Order.

COPIES OF ARTICLES

- 15 Every member, upon first becoming the holder of any share shall be entitled without payment to a copy of these articles and a copy of the relevant Table A. It shall be the duty of the Secretary to ensure that each member has received such copies.

INSPECTION OF RECORDS

- 16 Any member shall have the right to inspect any accounting record or book or document of the Company

NOTICES

- 17 A notice may be given by any member to the Company by leaving it at or sending it to the registered office of the Company

WINDING UP

- 18 If the Company shall be wound up the assets of the Company shall be realised and if after the discharge of all the Company's debts and liabilities and providing for the costs and expenses of the winding up there remains a surplus, such surplus shall be divided equally amongst the shareholders, save that each A Ordinary Share shall only be entitled to the nominal capital paid up on it.

CHAIRMAN'S CASTING VOTE

- 19 The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly
- 20 The Company's name is SMYTHS TOYS NI LIMITED
- 21 The Company's registered office is to be situated in Northern Ireland
- 22 The Company's objects are

A

- (1) To carry on business as importers, exporters, manufacturers, distributors wholesalers and retailers of goods and articles of every description (whether consumable or otherwise) and associated merchandise or related services including restaurant and cafe proprietors and all other related activities
- (2) To carry out any other business which may seem to the Company capable of being Conveniently or advantageously earned on in connection with any of the above, or which it may be advisable to undertake with a view to preserving; improving, managing, developing, rendering valuable or turning to account, any property, real or personal. belonging to the Company or in which the Company is interested
- (3) To purchase, take on lease, exchange or otherwise acquire freehold a d leasehold property or any interest in or over the same, and to develop and turn to account the same in any manner and in particular by letting on occupation, lease or agreement. and by advancing money to or entering into contracts and arrangements of all kinds
- (4) To apply for, purchase, or by other means acquire and protect, prolong and renew any licenses, protections and concessions or other rights which appear likely to be advantageous or useful to the Company
- (5) To sell, let, lease, grant licenses, easements and other rights over and in any manner dispose of or deal with the whole or any part of the property, undertaking, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and particularly for a rent or rents, stocks, shares, debenture stock or other obligations of any company
- (5A) To promote the interests of Smyths Toys, Smyths Toys UK Limited and any company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company or a company in common ownership with the Company or its holding company or associated with the Company in business in any manner whatsoever and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid either with or without consideration and whether or not benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company shall be an object and not a power of the Company
- (6) To pay all preliminary expenses of the Company

- (7) To enter into any contract or arrangement with any company that may seem conducive to the Company's objects, or any of them, and to obtain from any such contracts, rights grants, loans, privileges or concessions which the Company may think desirable to obtain, and to carry out. exercise and comply with the same
- (8) To do anything by the Memorandum of Association authorised as principal, agent, contractor, trustee or otherwise and whether alone or in conjunction with others
- (9) To do all such other things as may be considered to be incidental or conducive to the attainment or tbc above objects or any of them or are calculated lo enhance the value and beneficial advantage of the Company.

B And it is hereby declared (a) that the word "company" in this clause except where it is used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporate or unincorporated and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred

23 The liability of the members is limited

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names

NAMES AND ADDRESSES OF SUBSCRIBERS

Number of
Shares
taken by each
Subscriber

CAROL BEHAN



ONE HUNDRED

TOTAL SHARES TAKEN

ONE HUNDRED

Dated 30th August 2006

Witnesses to the above signatures

JACKIE HUBINETTE

