

MONDAY



COMPANIES HOUSE
26 SEP 2022
BELFAST

Survitec Service & Distribution Limited
(Registered number 00553893)
(the "Company")

Minutes of a meeting of the board of directors of the Company
held by teleconference on 31 March 2022

Present: **Louise McClelland (Chair)**

 Claude Sada

 (the "Directors")

1 Opening of the meeting

- 1.1 It was resolved that, **Louise McClelland** be appointed Chair of the meeting and it was noted that a quorum was present and that due notice of the meeting had been given to, or waived by, all of the Directors in accordance with the articles of association of the Company (the "Articles").
- 1.2 Each of the Directors present who was so interested declared their interest in the matters to be considered in accordance with section s. 177 of the Companies Act 2006 (the "Act"). The Chair advised the meeting that, by virtue of the Company's Articles, each interested director could vote and count in the quorum in relation to the matters to be considered at the meeting.

2 Purpose of the meeting

The Chair explained that the purpose of the meeting was to consider and, if thought appropriate, approve the Company taking an audit exemption for the financial year ending 31 December 2021 pursuant to section 479A of the Companies Act 2006 (the "**Proposed Exemption**") and to tend to certain formalities in connection with the Proposed Exemption.

3 Documents tabled at the meeting

- 3.1 Latest drafts of the following documents were produced to the meeting for consideration:
- (a) a completed Companies House Form AA06 (*Statement of guarantee by a parent undertaking of a subsidiary company*), to be executed by a director on behalf of the Company and by a director on behalf of the Survitec Acquisition Company Limited (the "Parent"), under which the Parent provides a statement of guarantee of all outstanding liabilities of the Company for the financial year ending 31 December

2021 in accordance with section 479C of the Companies Act 2006 (the “**Statement of Guarantee**”); and

- (b) a form of agreement of, amongst others, the sole member of the Company agreeing to the Company taking the Proposed Exemption (the “**Members’ Agreement**”).
- 3.2 The documents listed at (a) and (b) together with any further documents as may be ancillary, necessary, desirable, required or requested in connection with the documents listed at (a) and (b) above being the “**Documents**” and each a “**Document**”).

4 Consideration

- 4.1 It was noted that the Company met the exemption criteria set out in section 479A(1) of the Companies Act 2006 but that the Proposed Exemption was conditional on compliance with all of the following conditions:

- (a) all members of the Company must agree to the Proposed Exemption in respect of the financial year in question;
- (b) the Parent must give a guarantee under section 479C of the Companies Act 2006 in respect of that year;
- (c) the Company must be included in the consolidated accounts drawn up for that year or to an earlier date in that year by the Parent in accordance with the requirements of Part 15 of the Companies Act 2006 or UK-adopted international accounting standards;
- (d) the Parent must disclose in the notes to the consolidated accounts for that year that the Company is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of section 479A of the Companies Act 2006; and
- (e) the directors of the Company must deliver to the Registrar of Companies on or before the date that they file the accounts for that year:
 - (i) a written notice of agreement of the members referred to in section 479A(2)(a) of the Companies Act 2006;
 - (ii) the Statement of Guarantee referred to in section 479C(1) of the Companies Act 2006;
 - (iii) a copy of the Parent’s consolidated accounts referred to in section 479A(2)(c) of the Companies Act 2006;
 - (iv) a copy of the auditor’s report on those accounts; and
 - (v) a copy of the consolidated annual report drawn up by the Parent.

- 4.2 The meeting considered the Statement of Guarantee and it was noted that it satisfied the requirements of section 479C(2) of the Companies Act 2006.
- 4.3 The meeting considered the Members' Agreement and it was noted it satisfied the requirements of section 479A(2)(a) of the Companies Act 2006 and resolved to approve the Members' Agreement in the form produced to the meeting and send it to every member of the Company for signature.
- 4.4 The meeting noted that the Company's accounts for the year ending 31 December 2021 would include the following statement (or similar) on the balance sheet:

"For the year ending 31 December 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- (i) *the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006; and*
- (ii) *the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts."*

5 Adjournment

- 5.1 The meeting was adjourned so that the Members' Agreement could be submitted to the sole member of the Company for execution.
- 5.2 After a short break, the meeting reconvened and it was confirmed that the Members' Agreement had by duly signed by the sole Member.

6 Resolutions

Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006,

IT WAS RESOLVED:

- 6.1 that adopting the Proposed Exemption would promote the success of the Company for the benefit of its members as a whole;
- 6.2 the terms of the Statement of Guarantee be and are approved and that the Company shall execute the Statement of Guarantee;
- 6.3 that the terms of and the transactions contemplated by the Documents (including, without limitation, the granting of the guarantee by the Company under the Documents) would constitute a proper exercise of the directors' powers and be, and they are hereby, approved;

- 6.4 that the Company execute, deliver and perform its obligations under the Documents (to which it is a party);
- 6.5 that any Director of the Company (each an “**Authorised Person**”) be and is hereby authorised to execute the Documents on behalf of the Company (to which the Company is a party) in the form produced to the meeting subject to such amendments and modifications as any Director may in his or her absolute discretion agree and so that the Director’s signature of the relevant Document shall be conclusive evidence of agreement to such amendments or modifications;
- 6.6 that each Authorised Person or the Secretary of the Company be and is hereby authorised to sign and deliver all certificates, documents and notices to be signed and delivered by the Company under or in connection with the Documents;
- 6.7 that each Authorised Person be and is hereby authorised to do all such acts and things and agree and execute all such documents as may be required in order to implement the transactions contemplated by the Documents, in each case in such manner or form as that Director may in his or her absolute discretion think fit;
- 6.8 any step taken or act done by any Authorised Person in connection with the Documents, including but not limited to any steps and acts listed in this paragraph 6, prior to the time of this meeting be and is hereby approved, authorised and ratified; and
- 6.9 that if any Document or related document agreed by a Director needs to be executed as a deed, that it be executed under the common seal of the Company or executed as a deed in accordance with section 44 of the Companies Act 2006.

7 Filings

It was resolved that the Company’s secretary be instructed to:

- (a) complete all necessary and appropriate entries to be made in the books and registers of the Company; and
- (b) deliver to the Register of Companies on or before the date on which the Company files the accounts for the financial year ending 31 December 2021:
 - (i) a fully executed PDF copy of the Members’ Agreement;
 - (ii) a fully executed PDF copy of Statement of Guarantee;
 - (iii) a copy of the consolidated accounts of the Parent in which the Company is included;
 - (iv) a copy of the auditor’s report on the consolidated accounts referred to in paragraph (iii) above; and
 - (v) a copy of the consolidated annual report drawn up by the Parent.

8 Other business

There being no other business, the Chair declared the meeting closed.

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