

# PUNCH LTD

## THE COMPANIES ACT 2006

### WRITTEN SPECIAL RESOLUTION

#### OF

### PUNCH LIMITED (the "Company")

FIRST COMPANY LIMITED  
3 OLD ESTATE YARD  
NORTH STOKE LANE  
UPTON CHEYNEY  
BRISTOL BS30 6ND

Company Number 3140878

Dated on: Monday 23<sup>rd</sup> September 2019 at 1pm

THURSDAY



A25 \*A8GR14T4\* #204  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a Special Resolution (**Resolution**).

#### **Special Resolution: WHERE PAID-UP CAPITAL IS RETURNED:**

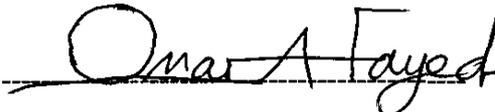
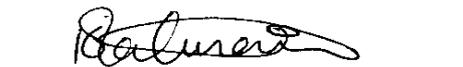
That the paid-up share capital of the Company be reduced from £11,135,000 to £100 by transferring to the P&L Reserve paid-up capital to the extent of £1.00 per share on each of the 7,794,430 Ordinary shares held by OMAR FAYED, the 1,670,235 Ordinary Shares held by MITCHELL PHILPOT and the 1,670,235 Ordinary Shares held by KAY RAHMANI which have been issued and are fully paid-up but without reducing the nominal amount of any of such shares but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made.

**\*NOTE – ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)**

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, all persons entitled to vote on the Resolution on 23/09/2019, hereby irrevocably agree to the Resolution:

<u>MEMBER</u>	<u>SIGNATURE</u>	<u>DATE</u>
OMAR FAYED		23/09/2019
MITCHELL PHILPOT		23/09/2019
KAY RAHMANI		23/09/2019

# PUNCH LTD

in order to implement the Transaction and generally to sign all such certificates and other documents as may be required in connection with the Transaction, subject in each case to such amendments as those executing the same on behalf of the Company think fit.

## Filings

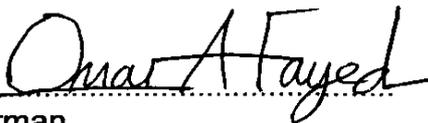
IT WAS RESOLVED that the Company Secretary (or such other person as the chairperson may elect) be instructed to make all necessary and appropriate entries in the books and registers of the Company; and

Arrange for the following forms and documents to be filed at Companies House within 15 days of the date of the Written Resolution:

- The original written resolutions executed by the Members of the Company;
- The original Statement of Solvency executed by all Directors; and
- The original SH19 form Statement of Capital executed by all Directors
- The letter to the Registrar of Companies dealing with the above enclosures and which was duly approved and signed by the Directors, prior to the close of the meeting

## Close

There was no further business and the chairperson declared the meeting closed.

  
.....  
Chairman



A20

24/10/2019  
COMPANIES HOUSE

#206