

MINUTES OF A BOARD MEETING

OF

MEMORY BUSINESS SYSTEMS LIMITED ("the Company")

Company Number:- 03170906

Minutes of a meeting of the Board of Directors

held at ONEGA HOUSE, 112 MAIN ROAD, SIDCUP, UNITED KINGDOM, DA14 6NE

on the 1st day of June 2020.

Present AMAL PILENDIRAM



Chairperson

AMAL PILENDIRAM was appointed chairperson of the meeting.

Notice and quorum

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

Interests in proposed transactions and/or arrangements with the Company

The director present declared the nature and extent of their interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association, as follows:

<u>NAME</u>	<u>NATURE AND EXTENT OF INTEREST</u>
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AMAL PILENDIRAM	SHAREHOLDER
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It was noted that pursuant to the articles of association, a director may vote and form part of the quorum in relation to any matter in which they are interested.

Business of the meeting

1. It was resolved to convene a General Meeting forthwith to consider the Ordinary & Special Resolutions set out below and approve the updated Articles of Association of the Company (**Transaction**).

Documents produced to the meeting:

ORDINARY RESOLUTIONS:

FIRST CORPORATE
UNIT 12, GREENWAY FARM
BATH ROAD
WICK
BRISTOL, BS30 5RL

- A. (i) **THAT** under the terms of the Companies Act 2006 and on the adoption of the new Articles of Association of the Company (as per the below) the authorised share capital of the Company be dispensed with, and limits applied to the Directors' authority as set out in the new Articles attached;
- (ii) **THAT** the 3 issued shares shall remain unchanged. The new Articles will allow for a share capital that is comprised of Ordinary Shares of £1 each and "A" Ordinary Shares of £1 each.
- B. **THAT** the Directors be unconditionally authorised pursuant to S.551 of the Companies Act 2006 to allot shares in the share capital up to the amount stated in the new Articles (to be adopted as below) at any time or times during the period of five years from the date hereof.

- **SPECIAL RESOLUTION:**

THAT the company update its Articles of Association in line with the Companies Act 2006 and that the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Memorandum and Articles thereof.

THAT any rights of pre-emption in the Articles of Association be disapplied for this transaction

Documents produced to the meeting:

- **ARTICLES OF ASSOCIATION** – updated for adoption by the Company in line with the above once the contents are approved, and which must be considered alongside the Special Resolution.
- **Notice of a General Meeting**

Resolutions

Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED that the Transaction would promote the success of the Company for the benefit of its members as a whole, and the appropriate notice to convene such a meeting was produced by the chairperson and was approved.

IT WAS FURTHER RESOLVED TO: Authorise the Company Secretary or such other person as the chairperson may elect to take all actions necessary to put the Transaction into effect.

Close

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

Chairperson

A handwritten signature in black ink, consisting of a large, stylized 'S' or 'J' shape with a horizontal crossbar, positioned to the right of the 'Chairperson' label.