

BAR-M LIMITED
COMPANY NUMBER: 03433663

TUESDAY



Written Resolution of the Members of the Company
made on 28 May 2014

MEMBER: Audrey Beresford

1 SHAREHOLDING

It was noted that following the death of Matthew Jonathan Beresford on 30 December 2013, the whole of the shareholding of Matthew Jonathan Beresford in the Company, representing 100% of the issued share capital of the Company (being 100 shares), transferred to his surviving spouse, Audrey Beresford, with immediate effect

2 DIRECTOR

It was further noted that following the death of Matthew Beresford on 30 December 2013, being the sole *de jure* director of the Company, there were no *de jure* directors of the Company and that to ensure the continuance of the management of the Company's business and the proper exercise of the Company's powers the member should appoint a director

3 QUORUM AND APPOINTMENT OF FURTHER DIRECTOR

3 1 It was noted that under Article 7B of the Company's articles the quorum for directors' meetings must never be less than one

3 2 As the number of directors for the time being was less than the quorum required, Audrey Beresford in her capacity as member resolved to appoint herself as director of the Company under Article 7E of the Company's articles

3 3 It was noted that Article 7D required notice to the Company, however given the fact that no *de jure* director was in office and the sole Member is Audrey Beresford, in order to enable the management of the Company to be undertaken, it was determined that notice to the Company need not be given in these circumstances as such notice would constitute notice to Audrey Beresford alone

3 4 Form APO1 dealing with the appointment of Audrey Beresford as director of the Company was produced to the meeting and duly executed. The Member and Director authorised Matthew Hardy of Poppleton & Appleby to file the Form APO1 at Companies House

3 5 It was noted that following the appointment of Audrey Beresford as director a quorum of directors existed