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10/03/2018

#267

COMPANIES HOUSE

Company Number: 04530387

SKYMINDER LIMITED

(THE "COMPANY")

MINUTES OF A MEETING OF THE DIRECTORS OF THE COMPANY

HELD AT SKYGUARD HOUSE ON 09/03/18 2018**Present:**Lisa Hunter
Steven Gilbert

(the "Directors")

In Attendance:**1. Chairman**

LISA HUNTER was appointed chairman of the meeting and chaired the meeting throughout (the "Chairman").

2. Quorum

The Chairman reported that due notice of the meeting had been given to each Director and that in accordance with the articles of association of the Company ("Articles"), a quorum of Directors was present. Accordingly, the Chairman declared the meeting duly convened and constituted.

3. Declaration of Interests

The Directors confirmed that they had no direct or indirect interest in any way in the proposed transaction to be considered at the meeting which they are required by section 177 of the Companies Act 2006 and the Articles to disclose.

4. Business of the meeting

4.1 The Chairman reported that the business of the meeting was to consider, and if thought appropriate, approve:

- a) the registration of the transfer of 120 ordinary shares of £0.10 each in the capital of the Company being the entire issued of Company (the "Shares") from Skyguard Limited, a company registered in England and Wales under company number 04107459 (the "Seller") to James Murray (the "Purchaser") and to complete the necessary formalities in connection with the transfer of shares;
- b) a draft written resolution to be sent to the Company's sole member to change the Company's name (the "Written Resolution"); and
- c) certain other formalities in connection with completion of the Transaction.

5. Transfer of Shares

5.1 There were produced to the meeting stock a transfer form duly executed by the Seller for the transfer of the Shares to the Purchaser (the “**Transfer**”).

5.2 **IT WAS RESOLVED** to:

- a) register the Transfer and enter the name of the Purchaser in the register of members of the Company as the registered holder of the transferred Shares; and
- b) authorise any two Directors or any Director in the presence of a witness be authorised to issue, seal and deliver the appropriate new share certificate to the Purchaser in respect of the Shares transferred to it.

6. Written Resolution

6.1 There was produced to the meeting the Written Resolution of the sole member of the Company to change the name of the Company to Gadesden Ltd.

6.2 The Directors carefully considered the Written Resolution and **IT WAS RESOLVED** that the Written Resolution be and is hereby approved and circulated to the Company’s sole member.

6.3 The meeting was then adjourned for the Written Resolution to be circulated to the sole member.

6.4 Upon resumption it was reported that the Written Resolution had been signed and passed by the sole member without amendment.

7. Filing

The company secretary, James Murray Obodynski was instructed:

- a) to make all necessary and appropriate entries in the books and registers of the Company;
- b) to arrange for the following forms to be filed with the Registrar of Companies:
 - i) Notice of change of name (Form NM01) along with a cheque of £10 in respect of the change of name fee and the Written Resolution; and
- c) To arrange for the display and disclosure of the new company name and where necessary, at the Company’s office(s) and on the Company’s stationary.

8. Close

There being no further business the meeting then closed.

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE SOLE SHAREHODLER

of

SKYMINDER LIMITED

(company number: 04530387)

(the "Company")

.....09/03/..... 2018 ("Circulation Date")

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 (the "**Resolution**").

SPECIAL RESOLUTION

THAT, with immediate effect the name of the Company be changed to Gadesden Ltd.

AGREEMENT

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

The undersigned, being the only person entitled to vote on the above Resolution on the circulation date noted above, hereby irrevocably approves the Resolution set out above.

Signed by 
for and on behalf of Skyguard Limited

.....

Date 09/03/18.

.....

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the

following delivery methods:

- (a) **By hand:** delivering the signed copy to Alice Foster, Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP.
 - (b) **Post:** returning the signed copy by post to Alice Foster, Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP.
 - (c) **Fax:** faxing the signed copy to +44(0)20 7424 2058.
 - (d) **Email:** by attaching a scanned copy of the signed document to an email and sending it to alice.foster@memerycrystal.com. Please type "Skyguard" in the email subject box.
2. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
 3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
 4. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
 5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.