

SATURDAY



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COMPANIES HOUSE

COMPANY NUMBER: 05395817

REVADER SECURITY LIMITED

Minutes of a meeting of the board of directors (the **Meeting**) of Revader Security Limited (the **Company**)

Held at

On 24th December ²⁰¹⁵ at 8³, Cornwall Road, Hn4 6AU

PRESENT:

Stuart Caldecourt (**Chairman**)

Martin Pritchard

1 Chairman, notice and quorum

Stuart Caldecourt was appointed Chairman of the Meeting. It was reported that proper notice of the Meeting had been given in accordance with the Company's articles of association (the **Articles**) and that a quorum was present. Accordingly, the Chairman declared the Meeting open.

2 Business of the Meeting

The Chairman reported that the purpose of the Meeting was to propose various resolutions to the shareholders of the Company.

3 Declaration of interests

3 1 Each of the directors present declared the nature and extent of their interests in the transactions and other arrangements to be considered at the Meeting in so far as required by section 177 CA 2006.

3 2 The Chairman noted that the Company's Articles provide that a director is entitled to vote and be counted in the quorum on a matter in which he is interested and that none of the directors present were otherwise prevented from doing so.

4 Written resolutions

4 1 The Chairman reported that the following resolutions were to be proposed to the shareholders of the Company as written resolutions:

4 1 1 THAT the articles of association of the Company be amended by deleting the provision in the Memorandum of Association relating to the authorised share capital that by virtue of the Companies Act 2006, has been treated as a provision of the Company's articles of association since 1 October 2009 and by removing the limitation in Article 3 2 on the amount of shares that the directors may allot, grant rights over, create, deal with or dispose of,

4 1 2 That the directors of the Company have the powers given by section 550 of the Companies Act 2006 to exercise any power of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares, to be proposed as an ordinary resolution, and

4 1 3 that in accordance with section 569 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined by section 560 of the Companies Act 2006) as if section 561 of the Companies Act 2006 did not apply to any such allotment, to be proposed as a special resolution

(together, the **Written Resolutions**)

4 2 A form of Written Resolutions were produced to the Meeting

Handwritten signature
24/12/15

4 3 It was noted that the Written Resolutions included explanatory notes that inform the shareholders

4 3.1 how to signify agreement to the proposed resolutions, and

4 3 2 of the date by which the Written Resolutions must be passed if it is not to lapse

4 4 The Chairman noted that the board intended to circulate the Written Resolutions to all shareholders at the same time (so far as reasonable practicable)

5 Resolutions

5 1 It was noted that under section 172 CA 2006, each director must act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to certain factors set out in that section

5 2 Having carefully considered their obligations pursuant to section 172 CA 2006, IT WAS RESOLVED that the Written Resolutions produced to the Meeting be approved and be circulated in accordance with the statutory procedure.

5 3 The secretary was instructed to circulate the Written Resolutions to all members

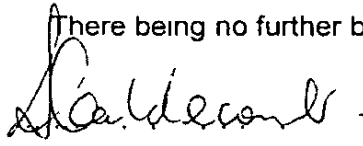
5 4 The meeting was then adjourned to enable the secretary to circulate the Written Resolutions to the shareholders of the Company

5 5 On resumption of the Meeting, the Chairman reported that the Written Resolutions had been passed by the shareholders of the Company

5 6 A print of the Written Resolutions that were passed was signed by the Chairman and the secretary was instructed to arrange for the filing of the print of the Written Resolutions with Companies House

6 Close

There being no further business the Chairman declared the Meeting closed

 - 24/12/2015

Chairman