

COMPANY NO. 06221191

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF

BUTCOMBE INNS LIMITED (Company)

*17 January* 2020 (Circulation Date)

THURSDAY



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COMPANIES HOUSE

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**).

**SPECIAL RESOLUTIONS**

1. **Reduction of number of shares**

THAT the issued share capital of the Company be reduced by cancelling and extinguishing 899,999 of the 900,000 issued ordinary shares of £0.10 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to a reserve.

2. **Reduction of share premium**

THAT the share premium account of the Company be cancelled, thereby reducing the share premium account from £810,000 to £0, and the amount of the share premium account so cancelled be credited to a reserve.

**AGREEMENT**

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

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

  
.....  
For and on behalf of  
Butcombe Brewery Limited

Date: *17 January 2020*



- 4.2 The chairperson noted that it was proposed that the amount by which the share capital and share premium is reduced, together being £899,999.90 be credited to a reserve.
- 4.3 The chairperson further noted that it was proposed that the Reduction of Capital be carried out by way of the solvency statement procedure under section 641(1)(a) of the CA 2006. The chairperson explained that this procedure requires all of the directors to sign a statement of solvency and the sole shareholder to approve the reduction by special resolution.

## **5 Documents produced to the meeting**

The following documents were produced to the meeting:

- 5.1 a draft solvency statement in the prescribed form and containing the information set out in section 643 of the CA 2006 (**Solvency Statement**);
- 5.2 a draft copy of a written resolution of the Company approving the Reduction of Capital (**Written Resolution**), such resolution to be sent to all eligible members (within the meaning of section 289(1) of the CA 2006) of the Company in accordance with section 291 of the CA 2006; and
- 5.3 the accounts for the Company made up to 26 January 2019, being the latest annual accounts of the Company. The chairperson noted that the Company is dormant, and that no activity has taken place since 26 January 2019, and that the Company was solvent on 26 January 2019, and therefore remains solvent.

## **6 Consideration of documents**

- 6.1 The directors carefully considered the financial position of the Company and the effect of the Reduction of Capital on the Company. It was noted that in the Solvency Statement, each of the directors would be required to confirm that:
  - 6.1.1 he/she has formed the opinion, as regards the Company's situation at the date of the statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts; and
  - 6.1.2 he/she has also formed the opinion that:
    - (a) if it is intended to commence the winding up of the Company within 12 months of that date, that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up; or
    - (b) in any other case, that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following that date.
- 6.2 It was noted that the Solvency Statement must be signed by each of the directors, on the same day, no more than 15 days before the special resolution approving the Reduction of Capital is passed.

## **7 Resolutions**

- 7.1 Following due and careful deliberation, including consideration of the matters referred to in section 172(1) of the Companies Act 2006 and the wider duties of the directors, IT

**WAS NOTED** that the Reduction of Capital would promote the success of the Company for the benefit of the sole member, and **IT WAS RESOLVED** to:

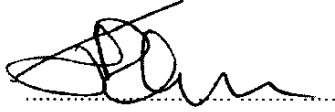
- 7.1.1 approve the proposed Reduction of Capital and recommend that it be accepted by the Company in the Written Resolution,
  - 7.1.2 approve the Written Resolution and recommend that it be accepted by the Company, and that it should be sent to the sole shareholder of the Company for signature accompanied by the Solvency Statement and before, or at the same time, provide a copy of the Written Resolution to the Company's auditors; and
  - 7.1.3 subject to the directors being able validly to make the requisite Solvency Statement, that the directors make the Solvency Statement on the date of, or within 15 days before, the passing of the Written Resolution.
- 7.2 Subject to and following the passing of the Written Resolution, **IT WAS RESOLVED** to:
- 7.2.1 carry out the Reduction of Capital and to take all steps necessary to cancel and extinguish the relevant shares and share premium account;
  - 7.2.2 arrange for the amount of capital so reduced, being £899,999.90, to be credited to a reserve; and
  - 7.2.3 file, within 15 days of the Written Resolution being passed:
    - (a) a copy of the Written Resolution;
    - (b) the signed Solvency Statement;
    - (c) Form SH19; and
    - (d) a statement of compliance by the directors confirming that the Solvency Statement was made not more than 15 days before the date on which the resolution was passed and was provided to the members in accordance with section 642(2) or 3 of CA 2006.

## **8 Filing**

- 8.1 Subject to the Written Resolution being passed, the chairperson instructed the that the following steps should be carried out:
- 8.1.1 all necessary and appropriate entries should be made in the books and registers of the Company; and
  - 8.1.2 the forms and documents listed in paragraph 7.2.3 above should be filed at Companies House.

**9 Close**

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

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

Chairperson

17 January 2020