

CHART STRATEGIES LIMITED (THE COMPANY)

COMPANY NUMBER: 07465372

THURSDAY



A19 *A67OG0YA* 01/06/2017 #139
COMPANIES HOUSE

DIRECTORS' STATEMENT UNDER SECTION 714 OF THE COMPANIES ACT 2006 (CA 2006) MADE ON 30th MAY 2017

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 714 of the CA 2006.

As set out in the Written Resolution of the Company dated 30th May 2017, the Company proposes to purchase its own shares in accordance with a share buyback agreement to be entered into on or around 4th July 2017 between the Company and Odile Veronique Granter. The amount of the permissible capital payment for the purchase of such shares is £4,283,314.

Having made full inquiry into the affairs and prospects of the Company, we have formed the opinion that:

- As regards the Company's initial situation immediately following 4th July 2017 (the date on which the payment out of capital is proposed to be made), having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), there will be no grounds on which the Company could then be found to be unable to pay its debts; and
- As regards the Company's prospects for the year immediately following 4th July 2017, having regard to our intentions with respect to the management of the Company's business during that year and the amount and character of the financial resources that will, in our view, be available to the Company during that year, the Company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year.

The Company's business does not include that of either a banking company or an insurance company.

An auditor's report produced by Roffe Swayne dated 30th May 2017 complying with section 714(6) of the CA 2006 is attached to this statement.

Signed by:

Dominic Pascal Thurston Granter

Date 30th May 2017

.....

Dawn Spry

Date

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CHART STRATEGIES LIMITED

MINUTES of a meeting of the Board of Directors of Chart Strategies Limited (**Company**) held at Avant House, 30-34 High Street, Westerham, Kent TN16 1RG on May 2017 at [] am/pm

PRESENT:

Dominic Granter (chairman)

Dawn Spry

1. NOTICE AND QUORUM

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

2. INTERESTS IN PROPOSED TRANSACTIONS AND/OR ARRANGEMENTS WITH THE COMPANY

2.1 The chairman declared his interest, as the representative of the holder of 1 A ordinary share of 50p and 5,000,000 B ordinary shares of £1 each in the capital of the Company, in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 (CA 2006) and the Company's articles of association.

2.2 It was noted that under article 20 of the Company's articles of association, a director who is in any way, directly or indirectly, interested in any actual or proposed transaction or arrangement with the Company may not vote or count as part of a quorum on any of the matters in which he is interested unless his co-director(s) present at the meeting approve his continued participation. Since there would not otherwise be a quorum, Ms Spry approved the continued participation of the chairman both for quorum and voting purposes.

3. BUSINESS OF THE MEETING

The chairman reported that the main business of the meeting was to consider, and if thought appropriate, approve the proposed purchase of one A ordinary share of 50p and 5,000,000 B ordinary shares of £1 each (**the Sale Shares**) from Odile Veronique Granter (**the Seller**) for a total consideration of £4,283,314 and arrange to seek shareholder approval for such purchase to purchase.

4. PURCHASE OF THE SALE SHARES

4.1 It was noted that, although the Interim Accounts relied upon for the purpose of the dividend in specie declared on 16th May 2017 (**Dividend in Specie**) had indicated that the Company would have £826,672 of distributable profits available after the payment

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DIRECTORS' STATEMENT UNDER SECTION 714 OF THE COMPANIES ACT 2006 (CA 2006) MADE ON ^{30th}MAY 2017

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 714 of the CA 2006.

As set out in the Written Resolution of the Company dated ^{30th}May 2017, the Company proposes to purchase its own shares in accordance with a share buyback agreement to be entered into on or around ^{4th}July 2017 between the Company and Odile Veronique Granter. The amount of the permissible capital payment for the purchase of such shares is £4,283,314.

Having made full inquiry into the affairs and prospects of the Company, we have formed the opinion that:

- As regards the Company's initial situation immediately following ^{4th}July 2017 (the date on which the payment out of capital is proposed to be made), having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), there will be no grounds on which the Company could then be found to be unable to pay its debts; and
- As regards the Company's prospects for the year immediately following ^{4th}July 2017, having regard to our intentions with respect to the management of the Company's business during that year and the amount and character of the financial resources that will, in our view, be available to the Company during that year, the Company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year.

The Company's business does not include that of either a banking company or an insurance company.

An auditor's report produced by Roffe Swayne dated ^{30th}May 2017 complying with section 714(6) of the CA 2006 is attached to this statement.

Signed by:

.....
Dominic Pascal Thurston Granter

Date

.....
Dawn Spry

Date ^{30th}May 2017

The Directors
Chart Strategies Limited
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Kent
TN16 1RG

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Godalming
Surrey GU7 1LQ

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www.roffeswayne.com

30 May 2017

Dear Sirs,

I refer to your Directors' statement made under section 714 of the Companies Act 2006 ("CA 2006") on 30 May 2017, and confirm that:

- (a) I have inquired into the company's state of affairs;
- (b) the amount of £4,283,314 specified in the statement as the permissible capital payment for the shares in question is in my view properly determined in accordance with sections 710 to 712 of the CA 2006; and
- (c) I am not aware of anything to indicate that the opinion expressed by you in your statement as to any of the matters mentioned in section 714(3) of the CA 2006 is unreasonable in all the circumstances.

Yours faithfully,

