

MIZZEN MEZZCO LIMITED
(Registered number 08179245)
(the "Company")

Minutes of a meeting of the Board of directors (the "**Meeting**") of the Company held at Ermyn House, Ermyn Way, Leatherhead, Surrey, KT22 8UX on 10 May 2022 at 9.50 a.m

PRESENT: Andrew Chapman (Chairman)
Tara Waite
Elizabeth Annys (Secretary)

1 Notice and quorum

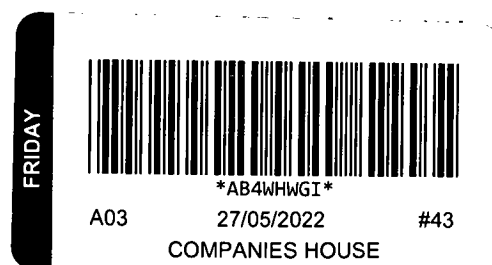
It was reported that proper notice of the Meeting had been given in accordance with the Company's articles of association (the "**Articles**") and that a quorum was present. Accordingly, the Meeting was declared open.

2 Declaration of Interests

Each of the directors present confirmed that he had no interest in any proposed or existing arrangement or transaction involving the Company that he was required to declare by Companies Act 2006 ("**CA 2006**"), ss177 and 182 or the Company's Articles, which he had not previously duly declared in accordance with the relevant provisions.

3 Purpose of the Meeting

The Chairman reported that two of the Company's subsidiaries (Vendcrown Limited and Mizzen Mezzco 2 Limited) (the "**Subsidiaries**" and each a "**Subsidiary**") wished to apply for audit exemptions under s.479A CA 2006 for their financial years ending 31st December



2021 and that in order to do so the Company was required (inter alia) to guarantee all outstanding liabilities of each Subsidiary as at 31st December 2021.

4 Guarantee

The board considered the financial position of each Subsidiary and the corporate relationship of the Company as a parent undertaking of the Subsidiaries. After careful consideration the board were unanimously of the opinion that granting of a guarantee as required by s.479C CA 2006 in respect of each Subsidiary would be in the commercial interests of the Company.

5 Resolutions

5.1 It was noted that under s.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 s.172 CA 2006, **IT WAS RESOLVED** that:

5.2.1 the Company should guarantee all outstanding liabilities of each Subsidiary as at 31st December 2021 in accordance with s.479C CA 2006; and

5.2.2 any director be authorised to sign Companies House forms AA06 on the Company's behalf confirming each aforementioned guarantee.

6 Filings

The Chairman instructed the company secretary to make all necessary and appropriate entries in the books and registers of the Company and to file forms AA06 with the Registrar of Companies.

7 Closure

As there was no further business the Chairman closed the Meeting.

8 Confirmation

Signed as an accurate record of the proceedings of the Meeting.



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Chairman