

Company Number: 09342548

**CARTER JONAS ENTERPRISES LIMITED**

(the "Company")



MINUTES of a meeting of the board of directors of the Company held by phone on 30 April 2020 at 4.30 pm.

Present: Mark Granger (Chairman)  
Scott Harkness Director

**1 INTRODUCTION**

1.1 It was noted that notice of the meeting had been given to all the directors of the Company to whom notice of the meeting was required to be given pursuant to the articles of association of the Company (the "**Articles**").

1.2 Mark Granger took the chair and noted that a quorum was present and declared the meeting open.

1.3 The Chairman reminded the other directors that, among his other duties, a director is required by the Companies Act 2006 (the "**2006 Act**") to 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, having regard, among other things, to the matters listed in section 172(1) of the 2006 Act.

1.4 In accordance with sections 177 to 185 of the 2006 Act and the Articles, those directors present formally declared, where applicable, their personal interests. It was noted that none of such interests disqualified the directors from voting or counting in the quorum.

**2 PURPOSE OF THE MEETING**

The meeting had been called in order to consider and, if thought fit, approve the proposed issue of 550,000 ordinary shares of £1.00 each in the capital of the Company ("**Ordinary Shares**") to Carter Jonas Acquisitions Ltd (the "**Applicant**") (the "**Share Issue**").

**3 CONSIDERATION OF THE DOCUMENTS**

3.1 The following documents were produced to the meeting (the "**Documents**"):

3.1.1 a subscription letter for 550,000 Ordinary Shares duly signed by the Applicant (the "**Subscription Letter**"); and

3.1.2 a consent letter pursuant to article 11.1 of the Articles signed by the Applicant as the

Controlling Shareholder (as defined in the Articles) to authorise the Share Issue (the "**Consent Letter**").

- 3.2 The directors considered the Documents and **IT WAS NOTED** that:
  - 3.2.1 the directors were authorised pursuant to the Consent Letter to allot and issue a sufficient number of Ordinary Shares to satisfy the application documented in the Subscription Letter; and
  - 3.2.2 the subscription price for the Ordinary Shares comprising the Share Issue would be satisfied by offset against £550,000 of the sum owed by the Company to the Applicant, and accordingly the Ordinary Shares would be paid up in cash and the Company's liability to the Applicant would be reduced by the amount of the aggregate subscription price.
- 3.3 Having due regard to their duties and the factors set out in section 172 of the 2006 Act the directors **RESOLVED THAT** to promote the success of the Company for the benefit of its members as a whole the Share Issue be and hereby is approved and accordingly:
  - 3.3.1 the Applicant be and hereby is allotted and issued 550,000 Ordinary Shares at a price of £1.00 per Ordinary Share;
  - 3.3.2 on allotment of the Ordinary Shares, the Applicant shall be entered into the register of members of the Company as the holder of the relevant number of Ordinary Shares;
  - 3.3.3 the Company's secretary be and hereby is instructed to produce a share certificate in respect of the Ordinary Shares and to arrange for the certificate to be executed as a deed by any director before an independent witness who attests his signature and delivered to the Applicant; and
  - 3.3.4 any director be authorised to sign form SH01 (allotment of shares) and to file the same at Companies House.

#### **4 SECRETARIAL AND COMPANY BOOKS**

**IT WAS RESOLVED** that the Company's secretary be directed to make such returns or entries in the statutory books of the Company as may be necessary to reflect the business of the meeting.

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**CLOSING**

There being no further business the meeting closed.

A handwritten signature in black ink, consisting of a stylized 'A' followed by a horizontal line that curves upwards at the end.

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Chairman