

Company number: 09766293

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**BATFOYS LIMITED ("Company")**

Circulation Date: 28<sup>th</sup> December 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution ("**Resolution**").



**SPECIAL RESOLUTION**

THAT the share premium account of the Company be reduced from £324,437 to £274,437 and the amount by which the share premium account is so reduced be credited to a reserve.

**AGREEMENT**

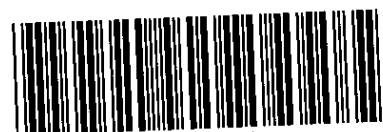
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being persons entitled to vote on the above resolution on the Circulation Date (above), hereby irrevocably agree to the Resolution:

Martin Hammond Date: 28/12/21	
Christopher Newman Date: 28/12/21	

Written Resolution

THURSDAY



A11 \*AAWL2EFE\* 27/01/2022 #226  
COMPANIES HOUSE

## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

**By Hand:** delivering the signed copy to the directors of the Company at the registered office of the Company.

**Post:** returning the signed copy by post to the director of the Company at the registered office of the Company.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Where, by 28 days from the Circulation Date, insufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to this Resolution, please indicate your agreement and notify us as soon as possible.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Company number: 09766293

## BATFOYS LIMITED

Minutes of a meeting of the board of directors of **BATFOYS LIMITED (Company)** held at 5 The Quadrant, Coventry, CV1 2EL on 28<sup>th</sup> December 2021 at 2:30 pm.

<b>PRESENT:</b>	<b>NAME</b>	<b>POSITION</b>
	Martin Hammond	Chairperson and Director
	Christopher Newman	Director

**1. CHAIRPERSON**

Martin Hammond was appointed chairperson of the meeting.

**2. NOTICE AND QUORUM**

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

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

- 3.1 The following directors declared the nature and extent of their interest in the proposed transaction and other arrangements 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, as follows:

Martin Hammond	A director and shareholder of the Company
Christopher Newman	A director and shareholder of the Company

- 3.2 It was noted that pursuant to the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested, subject to any restrictions imposed under the Company's articles of association.

**4. BUSINESS OF THE MEETING**

- 4.1 The chairperson reported that in order to create a distributable reserves in the Company, the Company proposed to reduce its share premium account from £324,437 to £274,437 (**Reduction of Capital**).

- 4.2 The chairperson noted that it was proposed that the Company's capital is reduced be credited to a reserve, which will constitute realised profit (section 654 CA 2006, and article 3, The Companies (Reduction of Share Capital Order 2008).
- 4.3 The chairperson 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 shareholders to approve the Reduction of Capital by special resolution.
- 4.4 Accordingly, the chairperson reported that the business of the meeting was to consider and, if thought appropriate, approve and seek shareholder approval for the Reduction of Capital.

## 5. DOCUMENTS PRODUCED TO THE MEETING

- 5.1 The following documents were produced to the meeting:
- (a) a draft solvency statement in the prescribed form and containing the information set out in section 643 of the CA 2006 (**Solvency Statement**);
  - (b) the Company's annual accounts for the period ended 31<sup>st</sup> March 2021 and latest management accounts;
  - (c) 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
  - (d) a draft statement of compliance containing the information set out in section 644 of the CA 2006 (**Compliance statement**).

## 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:
- (a) 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
  - (b) he/she has also formed the opinion:
    - (i) 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

- (ii) 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. It was further noted that each of the directors must sign the Compliance Statement confirming that the Solvency Statement was signed not more than 15 days before the date on which the special resolution was passed and that the Solvency Statement was provided to members in accordance with section 642(2) or (3) of the CA 2006.

## 7. RESOLUTIONS

7.1 The meeting carefully considered the Reduction of Capital and it was agreed that the Reduction of Capital would promote the success of the Company for the benefit of its members as a whole having regard (among other matters) to the factors set out in section 172(1) of the CA 2006. Accordingly, **IT WAS RESOLVED:**

- (a) to approve the proposed Reduction of Capital;
- (b) subject to being able validly to make the requisite Solvency Statement, that the directors make the Solvency Statement; and
- (c) approve the Written Resolution and recommend that it be accepted by the Company, and that it should be sent to the eligible members 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.

7.2 Subject to and following the passing of the Written Resolution, **IT WAS RESOLVED** to:

- (a) carry out the Reduction of Capital and to take all steps necessary to reduce the share premium account;
- (b) arrange for the amount of capital so reduced to be credited to a reserve; and
- (c) subject to being able validly to sign the Compliance Statement, that the directors sign the Compliance Statement.

7.3 Subject to and following the passing of the Written Resolution, **IT WAS FURTHER RESOLVED** to instruct any director to:

- (a) file, within 15 days of the Written Resolution being passed, a copy of the Written Resolution, signed Solvency Statement, Form SH19 and the Compliance Statement at Companies House; and

- (b) make all necessary and appropriate entries in the books and registers of the Company.

**8. CLOSE**

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



.....  
Chairperson



.....  
Date