

CNA Hardy International Services Limited

Company number 08848484
(the Company)

Written Resolutions of the Company

Circulation Date: 29 May 2018

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

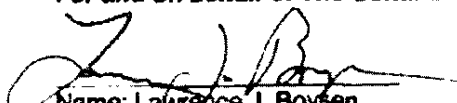
SPECIAL RESOLUTION

IT IS RESOLVED THAT, the share premium account of the Company be reduced by £999,999.- from £999,999.- to £0.- and the amount by which the share premium account is so reduced be credited to distributable reserves.

AGREEMENT

I, acting in my capacity of director of **The Continental Corporation**, the sole member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the **Resolution** be so passed.

For and on behalf of The Continental Corporation


Name: Lawrence J. Boysen
Title: Director

5/29/2018
Date

SATURDAY



A7FZS3GZ
A12 06/10/2018 #75
COMPANIES HOUSE

CNA Hardy International Services Limited

Company number 09849484
(the Company)

Minutes of the meeting of the Board of Directors (the "Board") held at 20 Fenchurch Street, London, EC3M 3BY on 29 May 2018 at 4.30 p.m.

Present:

David Stevens	DJS	Patrick Gage	PJG
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In attendance

Taryn Jones (secretary)	TJ	Mays Kadhim	MK
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1. APOINTMENT OF THE CHAIRMAN

DJS was appointed as chair of the meeting and TJ as secretary.

2. NOTICE AND QUORUM

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

3. CONFLICT OF INTERESTS

Each director present confirmed that they had no direct or indirect interest in any way in the proposed transaction to be considered at the meeting which they were required by section 177 of the CA 2006 and the Company's articles of association to disclose.

4. BUSINESS OF THE MEETING

DJS reported that in order to create distributable reserves, the Company proposed to reduce its share premium account from £999,999.- to £0.- (the **Reduction of Capital**).

DJS further said 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 Companies Act 2006. DJS explained that this procedure required 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:

- (i) a draft solvency statement in the prescribed form and containing the information set out in section 643 of the CA 2006 (the **Solvency Statement**).
- (ii) a draft copy of a written shareholder resolution of the Company approving the reduction of capital (the **Written Resolution**), such resolution to be sent to the sole shareholder of the Company,
- (iii) management accounts of the Company dated 17 May 2018 (the **Management Accounts**).

6. CONSIDERATION OF DOCUMENTS

The Board carefully considered the financial position of the Company as set out in the Management Accounts 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:

- (i) he had formed the opinion, as regards the Company's situation at the date of the statement, that there was no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts
- (ii) he had also formed the opinion that the Company would be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following that date.

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

7.1.1. After careful consideration, IT WAS RESOLVED:

- (i) to approve the Reduction of Capital and recommend that it be accepted by the Company in the Written Resolutions;
- (ii) 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 resolution approving the Reduction of Capital;
- (iii) to deliver a copy of the Written Resolutions to the sole shareholder of the Company.

7.1.2. Subject to and following the passing of the Written Resolutions, IT WAS RESOLVED to:

- (i) carry out the Reduction of Capital,
- (ii) file, within 15 days of the Written Resolutions being passed, a copy of the resolution, a signed Solvency Statement, Form SH19 and 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 sole shareholder.

8. FILING

Subject to the Written Resolution being passed, the Board instructed TJ and Virginie Lepage, each acting individually to arrange for the forms and documents listed in paragraph 7.1.2.(ii) above to be filed at Companies House.

9. ANY OTHER BUSINESS

There was no further business, the meeting was closed.

Read and approved by:



David Stevens
Chair

29/5/18

Date