

Company Number : 10416605

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
MARSON INVESTMENTS LIMITED

HELD AT: 38 WOODLANDS ROAD, CLEADON, SUNDERLAND, SR6 7UD

HELD ON: 1 MARCH 2017 at 11.00 a.m.

PRESENT: WALTER VETI (Director)

1) CHAIRMAN

For the purpose of the meeting WALTER VETI was appointed as Chairman.

2) QUORUM

The Chairman reported that the quorum necessary for a meeting of the board of directors of the Company was present.

3) PURPOSE OF MEETING

The Chairman reported the proposal to re-designate 1,835,385 A Ordinary Shares in the issued share capital of the Company as below.

Current shareholding:

Name of holder	Number of shares
WALTER VETI	1,223,590 'A' Ordinary Shares of £1.00 each
WALTER CHRISTOPHER VETI	293,662 'A' Ordinary Shares of £1.00 each
MARIA VETI	293,662 'A' Ordinary Shares of £1.00 each
MOIRA MCDONNELL	24,471 'A' Ordinary Shares of £1.00 each

Proposed shareholding after re-designation:

Name of holder	Number of shares
WALTER VETI	1,223,590 'C' Ordinary Shares of £1.00 each
WALTER CHRISTOPHER VETI	293,662 'D' Ordinary Shares of £1.00 each
MARIA VETI	293,662 'E' Ordinary Shares of £1.00 each
MOIRA MCDONNELL	24,471 'F' Ordinary Shares of £1.00 each

A Notice of General Meeting was presented and duly approved by the Board.

The Chairman was instructed to circulate a copy of the Notice to all those entitled to receive the same.

SATURDAY



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COMPANIES HOUSE

4) DIRECTOR'S INTERESTS

WALTER VETI, formally declared his interest in the proposed transaction by virtue of being both a director and shareholder.

It was noted however that having formally declared his interest in the proposed transaction WALTER VETI would be entitled in accordance with the terms of the Articles of Association of the Company to vote upon any matters put to the meeting concerning this transaction.

The Chairman then adjourned the meeting to enable the General Meeting of the shareholders to be held.

The Chairman reconvened the meeting at 3.00 p.m. and informed the Board that the members had duly passed the resolutions as laid out in the above-said Notice.

5) WAIVER OF PRE-EMPTION RIGHTS

WALTER VETI confirmed that any pre-emption rights of which they may have the benefit of, either by virtue of any statute or under the Articles of Association of the Company were waived by them in respect of the proposed allotment of shares.

6) IT WAS RESOLVED THAT:

The aforementioned applications be approved and the shares be allotted in accordance with such applications and:

- 1) The Register of Members be updated in accordance with the resolutions;
- 2) A print of the Ordinary and Special Resolutions, Form CC04 and Form SH08 be filed with Companies House.
- 3) Share Certificates be issued and signed by any two directors.

There being no further business the meeting terminated.


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WALTER VETI - CHAIRMAN

Company Number: 10416605

NOTICE IS HEREBY GIVEN that a General Meeting of **MARSON INVESTMENTS LIMITED** be held at 38 WOODLANDS ROAD, CLEADON, SUNDERLAND, SR6 7UD on 1 MARCH 2017 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary and Special Resolutions respectively:-

ORDINARY RESOLUTIONS

1. THAT the following issued 1,835,385 'A' Ordinary Shares of £1.00 each in the capital of the Company be and is hereby re-designated as 1,223,590 'C' Ordinary Shares of £1.00 each, 293,662 'D' Ordinary Shares of £1.00 each, 293,662 'E' Ordinary Shares of £1.00 each and 24,471 'F' Ordinary Shares of £1.00 each;

Name of holder	Number of shares
WALTER VETI	1,223,590 'A' Ordinary Shares of £1.00 each
WALTER CHRISTOPHER VETI	293,662 'A' Ordinary Shares of £1.00 each
MARIA VETI	293,662 'A' Ordinary Shares of £1.00 each
MOIRA MCDONNELL	24,471 'A' Ordinary Shares of £1.00 each

2. THAT as a consequence of the passing of the above resolution the issued capital of the Company be and is hereby restated as follows:-

Name of holder	Number of shares
WALTER VETI	1,223,590 'C' Ordinary Shares of £1.00 each
WALTER CHRISTOPHER VETI	293,662 'D' Ordinary Shares of £1.00 each
MARIA VETI	293,662 'E' Ordinary Shares of £1.00 each
MOIRA MCDONNELL	24,471 'F' Ordinary Shares of £1.00 each

BY ORDER OF THE BOARD

.....
WALTER VETI - CHAIRMAN

DATED THIS 1 MARCH 2017

Registered Office: 38 WOODLANDS ROAD, CLEADON, SUNDERLAND, SR6 7UD



Note: A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at a meeting of the Company in his/her stead. A proxy need not be a member of the Company.

If the Company has a share capital, a member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member, or (as the case may be) to a different £10, or multiple of £10, of stock held by that number.

Company Number: 10416605

MINUTES OF A GENERAL MEETING OF MARSON INVESTMENTS LIMITED

HELD AT: 38 WOODLANDS ROAD, CLEADON, SUNDERLAND, SR6 7UD

HELD ON: 1 MARCH 2017 E at 2.00 p.m.

PRESENT:	WALTER VETI	(Chairman/Member)
	WALTER CHRISTOPHER VETI	(Shareholder)
	MARIA VETI	(Shareholder)
	MOIRA MCDONNELL	(Shareholder)

The Chairman of the meeting reported that the members entitled to attend and vote were present in person or by proxy.

The Chairman read the Notice convening the meeting.

It was unanimously resolved that the resolutions as laid out in the above-said Notice be and are hereby duly approved by the members.

There being no further business the meeting terminated.

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WALTER VETI - CHAIRMAN



COMPANIES HOUSE

COMPANY NO: 10416605

The Companies Act 2006
Company Limited by Shares

ORDINARY & SPECIAL RESOLUTIONS

**of
MARSON INVESTMENTS LIMITED**

Passed the 1 MARCH 2017

At a General Meeting of the Company duly convened and held at 38 WOODLANDS ROAD, CLEADON, SUNDERLAND, SR6 7UD the following Resolutions were duly passed as **ORDINARY AND SPECIAL RESOLUTIONS** of the Company respectively:

ORDINARY RESOLUTIONS

1. THAT the following issued 1,835,385 'A' Ordinary Shares of £1.00 each in the capital of the Company be and is hereby re-designated as 1,223,590 'C' Ordinary Shares of £1.00 each, 293,662 'D' Ordinary Shares of £1.00 each, 293,662 'E' Ordinary Shares of £1.00 each and 24,471 'F' Ordinary Shares of £1.00 each;

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MOIRA MCDONNELL	24,471 'A' Ordinary Shares of £1.00 each

2. THAT as a consequence of the passing of the above resolution the issued capital of the Company be and is hereby restated as follows:-

Name of holder	Number of shares
WALTER VETI	1,223,590 'C' Ordinary Shares of £1.00 each
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MARIA VETI	293,662 'E' Ordinary Shares of £1.00 each
MOIRA MCDONNELL	24,471 'F' Ordinary Shares of £1.00 each

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WALTER VETI - CHAIRMAN



COMPANIES HOUSE

Company Number: 10416605

MARSON INVESTMENTS LIMITED

AGREEMENT of MEMBERS to SHORT NOTICE of a GENERAL MEETING and of ORDINARY and SPECIAL RESOLUTIONS.

We, the undersigned, being the members of the above-named Company, entitled to attend and vote at the General Meeting of the said Company convened by a Notice of meeting dated the 1 MARCH 2017 and to be held on the 1 MARCH 2017 at 1.00 p.m. hereby agree that:-

1. The said meeting shall be deemed to have been duly called, notwithstanding that shorter notice than that specified in Section 307 of the Companies Act 2006 or in the Company's Articles of Association, has been given.
2. The Ordinary and Special Resolutions set out in the said Notice of Meeting may be proposed and passed as Ordinary and Special Resolutions respectively, notwithstanding that less than fourteen days' notice of such meeting has been given.

NAME

SIGNATURE

WALTER VETI

WALTER CHRISTOPHER VETI

MARIA VETI

MOIRA MCDONNELL



COMPANIES ACT 2006