

**RMO UK Limited (the 'Company')**

**Company no. 02593120**

**Minutes of meeting of the board of directors held on \_02 February 2021 at Unit 17  
Harlow Mill Business Centre, Riverway, Harlow, Essex CM20 2FD at \_1 pm**

Present: Patricia Hope

In attendance: None

Apologies for absence: None

SATURDAY



**1. CHAIRMAN, NOTICE AND QUORUM**

- 1.1 IT WAS RESOLVED that the sole director be appointed Chairman of the meeting.
- 1.2 The Chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairman declared the meeting duly convened and constituted.

**2. BUSINESS OF THE MEETING**

- 2.1 The Chairman reported that the business of the meeting was to consider and, if thought fit approve
- (a) the proposed reduction of the Company's share capital (the "**Share Capital Reduction**") in accordance with section 641(1)(a) of the Companies Act 2006 (the "**Act**");

and to recommend the same to the members.

**3. DECLARATIONS OF INTEREST**

- 3.1 The sole director declared the nature and extent of any interest, direct or indirect, in the proposed transaction or arrangement forming the business to be transacted by the meeting that they are required to declare pursuant to section 177 of the Act.

**4. SHARE CAPITAL REDUCTION**

- 4.1 The Chairman explained that the share capital of the Company was currently £100,000 comprising 100,000 ordinary shares of £1 each registered in the name of Walter Reist Holding AG (the "**Shares**").
- 4.2 Pursuant to the Share Capital Reduction, it was proposed that:
- (a) the share capital of the Company be reduced by cancelling and extinguishing paid up share capital to the extent of £0.99999 on each and every Share of £1 and the nominal value of each and every Share in the capital of the Company shall be reduced from £1 to £0.00001 accordingly; and

- 4.3 The Chairman noted that the reserve arising upon the Share Capital Reduction becoming effective would constitute a realised profit of the Company pursuant to article 3(2) of the Companies (Reduction of Share Capital) Order 2008.

## 5. **PRODUCTION OF DOCUMENTS**

The following documents were produced to the meeting:

- (a) draft written resolutions (the **"Written Resolutions"**) of the Company to be despatched to the members of the Company entitled to receive it, proposing a special resolution required under section 641(1)(a) of the Act to approve the Share Capital Reduction;
- (b) a draft solvency statement (the **"Solvency Statement"**) to be signed by the sole director of the Company in connection with the Share Capital Reduction;
- (c) a statement to be signed by the sole director of the Company (the **"Directors' Statement"**) confirming that the Solvency Statement:
  - (i) was made not more than 15 days before the date on which the Written Resolutions were passed; and
  - (ii) was provided to all members of the Company in accordance with section 642 of the Act; and
- (d) a statement of capital (the **"Statement of Capital"**) on form SH19 setting out particulars of the Company's share capital following the Share Capital Reduction having become effective,  
  
(together, the **"Documents"**).

## 6. **SOLVENCY STATEMENT**

- 6.1 The Chairman then explained that, pursuant to section 641 of the Act, the special resolution set out in the Written Resolutions must be supported by the Solvency Statement signed by the sole director and that section 643 of the Act further provides that the Solvency Statement is a statement that the sole director:
- (a) 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) 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.

In forming that opinion, the sole director must take into account all of the Company's liabilities (including any contingent or prospective liabilities) and that it is an offence for the sole director to make a solvency statement without having reasonable grounds for the opinions expressed in it.

- 6.2 The meeting, having carefully considered the sole director's responsibilities in giving the Solvency Statement, RESOLVED that the sole director should sign the Solvency Statement.

**7. WRITTEN RESOLUTIONS**

- 7.1 IT WAS RESOLVED that the Written Resolutions be approved and the secretary be authorised and instructed to despatch the Written Resolutions together with the Solvency Statement to the members of the Company entitled to receive it. The secretary was also instructed to send a copy of the Written Resolutions together with related documents to the Company's auditors in accordance with section 291(2) and section 502 of the Act.

- 7.2 The meeting was thereupon adjourned to allow the Company's members to consider and if thought fit pass the special resolutions set out in the Written Resolutions by signing the Written Resolutions in the designated spaces.

**8. APPROVAL AND REGISTRATION OF SHARE CAPITAL REDUCTION**

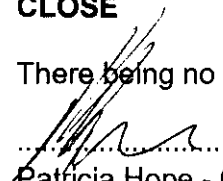
- 8.1 On the meeting being reconvened it was reported that the Company's members had signed the Written Resolutions and that accordingly the resolutions set out therein had been passed on \_02\_ February 2021.

- 8.2 Following the Share Capital Reduction having been approved by the Company's members IT WAS RESOLVED THAT:

- (a) the Directors' Statement be approved and signed by the sole director;
- (b) the company secretary be instructed to make all necessary and appropriate entries in the Books and Registers of the Company and be instructed to arrange for a copy of the Written Resolutions, the Solvency Statement, the Statement of Capital and the Directors' Statement be filed with the Registrar of Companies with a cheque for £10 for the registration service, (whereupon the Share Capital Reduction would become effective); and
- (c) any director be authorised to do all such acts and things and agree and execute all such documents, certificates and notices and other communications as may be required in connection with or as contemplated by the Share Capital Reduction or the terms of the Documents (or any of them) or as may be necessary or desirable in order to complete them.

**9. CLOSE**

There being no further business, the Chairman declared the meeting closed.

  
Patricia Hope - Chairman