

Company number: 02836648

GLAMORGAN TELECOM LIMITED (Company)

Minutes of a meeting of the directors of the Company held at by phone on 12 August 2020 at

09:15 am/pm.

PRESENT

Kelly Ann Bolderson
Mathew David Evans

POSITION

Director
Director

THURSDAY



A9CBEA2Q

A16

27/08/2020

#129

COMPANIES HOUSE

1— Chairperson

Kelly Ann Bolderson was appointed chairperson of the meeting and chaired the meeting throughout.

2— Notice and Quorum

The chairperson reported that due notice of the meeting had been given in accordance with the articles of association of the Company (**Articles**) to all directors entitled to attend and a quorum was present. Accordingly, the chairperson reported that the meeting was quorate and declared the meeting open.

3— Declarations of interest

- 3.1— Each director present declared the nature and extent of his interest in the proposed business and other arrangements to be considered at the meeting, which he was required by section 177 of the Companies Act 2006 (**Act**) and the Articles to disclose, as follows:

Name	Nature and extent of interest
Kelly Ann Bolderson	Party to the Transaction (as defined below), director interested in the landlord of the Lease (as defined below) and Director resigning at this meeting
Mathew David Evans	Party to the Transaction (as defined below) and Director resigning at this meeting

- 3.2— It was noted that, pursuant to Article 16.3 of the Articles, any director may vote on any resolution concerning a matter in which he has, directly or indirectly, any kind of interest or duty whatsoever.

4— Background and business of the meeting

- 4.1— The chairperson reported that the shareholders of the Company's parent, GT Group Services Ltd CRN: 04800807 (**Parent**) had entered into an agreement with Onecom Group Limited CRN: 08119216 for the sale of the entire issued share capital of the Parent (**Transaction**) and that the Transaction had received the consent and approval of the Financial Conduct Authority.

- 4.2— The chairperson reported that the business of the meeting was to consider the terms of, and if thought fit, approve:

- 4.2.1— the reconstituted statutory registers of the Company (**Reconstituted Registers**), in preparation for the Transaction;
- 4.2.2— a letter of resignation from Kelly Ann Bolderson, resigning from her position as director and secretary of the Company (**KB Resignation**);
- 4.2.3— the letter of resignation from Mathew David Evans resigning from his position as director of the Company (**ME Resignation**) as directed by the SPA;
- 4.2.4— the letters of appointment in respect of the appointments of Brendan Dowd and Adam Fowler as directors of the Company (**Letters of Appointment**);

- 4.2.5— a deed of indemnity for lost share certificate, in respect of the shares the Parent holds in the capital of the Company (**DOI**);
 - 4.2.6— the adoption of new articles of association of the Company (**New Articles**) and the circulation of a written resolution to the sole shareholder of the Company resolving to adopt the New Articles (**Articles Resolution**);
 - 4.2.7— the deed of variation in relation to the Company's existing lease (**Lease**) of Glamorgan House, Unit 2, Greenwood Close, Cardiff Gate Business Park, Cardiff CF23 8RD (**Deed of Variation**); and
 - 4.2.8— the letter of resignation from the Company's auditor Kilsby Williams (**Auditor Resignation**).
- 4.3— The chairperson reminded the directors of the need to consider their general duties including those contained in the Act, in particular the duty under section 172 of the Act, in considering whether the Company should approve the matters to be considered and discussed during the meeting, as set out above.

5— Documents produced at the meeting

- 5.1— The chairperson produced the following documents to the meeting:
- 5.1.1— the Letters of Appointment;
 - 5.1.2— the KB Resignation;
 - 5.1.3— the ME Resignation;
 - 5.1.4— the Reconstituted Registers;
 - 5.1.5— the New Articles;
 - 5.1.6— the Articles Resolution;
 - 5.1.7— the DOI;
 - 5.1.8— the Deed of Variation; and
 - 5.1.9— Auditor Resignation,
- (each a **Transaction Document** and together the **Transaction Documents**).

6— Resolutions

- 6.1— The directors considered the Transaction and all the facts and circumstances, including their duties under section 172 of the Act, and the terms of the Transaction Documents carefully and **RESOLVED** that:
- 6.1.1— the Reconstituted Registers be approved and are confirmed to be accurate as of the date of this meeting;
 - 6.1.2— the DOI be accepted and the directors authorised to prepare and execute, in accordance with the Act, a new share certificate for the shares held by the Parent in the capital of the Company, and to deliver the same to the Parent;
 - 6.1.3— the form, terms and contents of each of the Transaction Documents to which the Company is party be and hereby approved, subject to such amendments and modifications as any director in his absolute discretion may think fit;
 - 6.1.4— subject to completion of the Transaction (**Completion**), the resignation of Kelly Ann Bolderson as director and secretary be accepted with effect from the end of this meeting;
 - 6.1.5— subject to Completion, the resignation of Mathew David Evans as director be accepted with effect from the end of this meeting;
 - 6.1.6— subject to Completion, the appointments of Brendan Dowd and Adam Fowler as directors of the Company be accepted with effect from the end of this meeting;
 - 6.1.7— the Articles Resolution would be circulated to the shareholders of the Company and, subject to Completion, and subject to the shareholders of the Company passing and executing the Articles Resolution, that the New Articles be adopted as the Company's articles of association from close of the meeting; and

6.1.8— subject to Completion, the Auditor Resignation be accepted with effect from the end of this meeting.

7— **Adjournment and resumption of the meeting**

7.1— The meeting was thereupon adjourned so that the Articles Resolution could be circulated to and passed by the sole shareholder of the Company. On the resumption of the meeting **IT WAS REPORTED** that the Articles Resolution had been duly signed by the sole shareholder of the Company. **IT WAS FURTHER REPORTED** that the Articles Resolution had been passed and executed on behalf of the sole shareholder of the Company and, subject to Completion (as defined below), the New Articles would be adopted from close of the meeting.

8— **Filings**

8.1— The chairperson instructed the newly appointed director to make any necessary updates to the Company's books and statutory registers and arrange for the following forms and documents to be filed at Companies House:

8.1.1— a copy of the Articles Resolution and the New Articles;

8.1.2— Form AP01 (x2) (*appointment of director*);

8.1.3— Form TM01 (x2) (*terminate an appointment of a director*); and

8.1.4— Form TM02 (*terminate an appointment of a secretary*).

9— **Close**

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


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Chairperson