

Company number: 02860611

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

Vogue International Limited

(Company)

.....1st Nov..... 2022 (Circulation Date)

FRIDAY



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A13 11/11/2022 #80
COMPANIES HOUSE

The directors held a board meeting on the date of this resolution for the purposes of cancelling the share premium account of the Company.

Under Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the chairperson of the Company proposes that the following resolution is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

1. THAT the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a distributable reserve.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by Christopher Mark Thompson

Date: 1 / 11 / 2022

Signed by William James Dermott Magill

Date: 1st Nov, 2022

VOGUE INTERNATIONAL LIMITED

Minutes of a meeting of the board of directors of Vogue International Limited
(**Company**) held at the Company's registered office on *1st Nov* 2022 at *2.50*
~~am~~/pm.

PRESENT:	NAME	POSITION
	William James Dermott Magill	Director
	Christopher Mark Thompson	Director

1. CHAIRPERSON

William Magill 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. BUSINESS OF THE MEETING

3.1 The chairperson reported that, in order to create distributable reserves, the Company proposed to reduce its Share Premium account from £144,496 to £0.

3.2 It was proposed that the amount by which the Company's capital is reduced be credited to a reserve to create a distributable reserve of capital.

3.3 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.

3.4 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.

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

4.1 Both directors are shareholders of the Company.

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 December 2021 prepared by Banks & Co Limited (Accounts);
- (c) The Directors noted that business has been much improved Y.T.D with T.O being £890K. The GM has been maintained from 2021 @ 35% and overheads have not increased. Therefore, the Directors confidently predict a year end profit will be in excess of £170k
- (d) a draft copy of a written resolution of the Company to approve 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;
- (e) 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 Accounts and the Company's financial position, and the effect that the Reduction of Capital would have on the Company.

6.2 It was noted that in the Solvency Statement, each of the directors would be required to confirm that:

- (a) he 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.
- (b) he 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.

- 6.3 It was noted that the Solvency Statement must be signed by each of the directors, on the same day, not 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. IT WAS RESOLVED:
- (a) to approve the proposed Reduction of Capital;
 - (b) subject to being able validly to make the Solvency Statement, that the directors sign the Solvency Statement;
 - (c) to approve the Written Resolution in the form produced to the meeting;
 - (d) to send the Written Resolution to the eligible members of the Company for signature, accompanied by the Solvency Statement.
- 7.2 Subject to and following the passing of the Written Resolution, IT WAS RESOLVED:
- (a) that subject to being able validly to sign the Compliance Statement, the directors sign the Compliance Statement; and
 - (b) to instruct the Company Secretary to 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.
- 7.3 Subject to and following the Written Resolution, Solvency Statement and Form SH19 being registered by the Registrar of Companies, IT WAS RESOLVED to:
- (a) carry out the Reduction of Capital and to take all steps necessary to reduce the relevant reserve; and
 - (b) make the payment out of capital in respect of the reserve to arrange for the amount of capital so reduced to be credited to a distributable reserve.

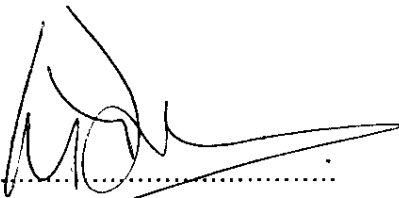
- 7.4 Subject to and following the Reduction of Capital becoming effective, IT WAS RESOLVED to make all necessary and appropriate entries in the books and registers of the Company.

8. ADJOURNMENT

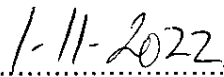
- 8.1 The meeting was adjourned so that the Written Resolution could be signed.
- 8.2 The meeting was recovered and the Chairperson reported that the Written Resolution had been signed by each of the Eligible Members of the Company and that it has been passed.

9. CLOSE

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

A handwritten signature in black ink, appearing to be 'M. O. N.', written over a dotted line.

Chairperson

A handwritten date '1-11-2022' in black ink, written over a dotted line.

Date