

ELECTRONIC DISCOVERY SYSTEMS LTD

(Registered in England No. 3143325)


NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above-named Company will be held at 13 Hall Place Gardens, St Albans, Herts. AL1 3SB on 2nd March 2018 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

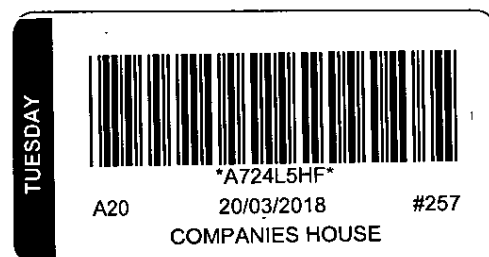
That the Company purchase 84.6% of the issued share capital, being 137,376 10p ordinary shares for the aggregate sum of £75,557.80 which is a rate of 55p per share.

BY ORDER OF THE BOARD


Secretary

Dated: 9th February 2018

Registered Office: 13 Hall Place Gardens, St Albans, Herts. AL1 3SB



Note:

A member entitled to attend and vote at the Extraordinary General Meeting convened by this notice may appoint a proxy to attend and (on a poll) vote in his stead. A proxy need not be a member of the Company.

To appoint a proxy the enclosed form should be completed and deposited at the registered office of the Company not less than 48 hours before the time of the Meeting specified above or of the adjourned meeting at which the proxy proposes to vote.

ELECTRONIC DISCOVERY SYSTEMS LIMITED
COMPANY NO 03143325

DIRECTOR'S STATEMENT OF SOLVENCY

The directors consider that the company is over-capitalised and accordingly wish to purchase 84.6% of the issued share capital, being 137,376 10p ordinary shares for the aggregate sum of £75,557.80 which is a rate of 55p per share. This is the value represented by the net assets of the company and is therefore the amount of the permissible capital payment for the shares in question and in accordance with Companies Act 2006 Sections 709 to 714.

Having made full inquiry into the affairs and prospects of the company, the directors have formed the opinion—

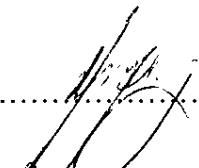

- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts, and
- (b) as regards its prospects for the year immediately following that date, and having regard to:
 - a. their intentions with respect to the management of the company's business during that year, and
 - b. the amount and character of the financial resources that will in their view be available to the company during that year,

that the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year.

In forming their opinion for the purposes of the above, the directors have taken into account all of the company's liabilities (including any contingent or prospective liabilities).

The Balance Sheet before and after this transaction is attached.

Signed:

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Anthony Chevalley de Rivaz
Director

Rosalind Felicity de Rivaz
Director

Date:

2nd March 2018

ELECTRONIC DISCOVERY SYSTEMS LTD

Balance Sheet

28.02.18	02.03.18
£	£

FIXED ASSETS

945

945

CURRENT ASSETS

Stocks

nil

nil

Debtors

2,881

2,881

Cash at Bank

85,579

10,022

88,460

12,903

CREDITORS: amounts falling within one year

237

237

237

237

88,223

12,666

TOTAL NET ASSETS/ (LIABILITIES)

89,168

13,611

CAPITAL AND RESERVES

Called up Share Capital

16,238

2,500

Share Premium

27,000

nil

Profit and Loss Account

45,930

11,111

89,168


13,611

ELECTRONIC DISCOVERY SYSTEMS LTD

Minutes of an Extraordinary General Meeting of the Company held at 13, Hall Place Gardens, St Albans, Herts. AL1 3SB on 2nd March 2018 at 2.30 p.m.

**PRESENT: Anthony de Rivaz (Chairman)
Rosalind de Rivaz**

1. The Chairman announced that a quorum was present and declared the Meeting open.
2. The Chairman proposed that the company buy back 137,376 shares at 55p per share in accordance with the special resolution. The Proxies returned were duly counted and a poll taken of those present at the meeting and such special resolution was passed unanimously.
3. There being no further business, the Chairman declared the Meeting closed.


Chairman