

**VENDCROWN LIMITED**  
**(Registered number 03208019)**  
**(the "Company")**

Minutes of a meeting of the Board of directors (the "**Meeting**") of the Company held at Ermyn House, Ermyn Way, Leatherhead, Surrey, KT22 8UX on 10 May 2022 at 9.53 a.m.

**PRESENT:**

**1 Notice and quorum**

It was reported that proper notice of the Meeting had been given in accordance with the Company's articles of association (the "**Articles**") and that a quorum was present. Accordingly, the Meeting was declared open.

**2 Declaration of Interests**

Each of the directors present confirmed that he had no interest in any proposed or existing arrangement or transaction involving the Company that he was required to declare by Companies Act 2006 ("**CA 2006**"), ss177 and 182 or the Company's Articles, which he had not previously duly declared in accordance with the relevant provisions.

**3 Purpose of the Meeting**

The Chairman reported that the meeting had been convened to consider utilising the audit exemption under s.479A CA 2006 in respect of the Company's financial year ending 31<sup>st</sup> December 2021. **IT WAS NOTED** that:



3.1 the Company was not excluded from utilising the exemption under s.479 CA 2006;  
and

3.2 the sole member of the Company was required to agree to the exemption in accordance with CA 2006, s 479A(2)(a).

#### **4 Resolutions**

4.1 It was noted that under s.172 CA 2006, each director must act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to certain factors set out in that section.

4.2 Having carefully considered their obligations pursuant to s.172 CA 2006 and the requirements of s.479A CA 2006, **IT WAS RESOLVED** that subject to the sole member of the Company agreeing to the exemption in accordance with s 479A(2)(a) CA 2006:

4.2.1 the Company should proceed to utilise the audit exemption under s.479A CA 2006 in respect of the financial year ending 31<sup>st</sup> December 2021;

4.2.2 the statements required by s.479A CA 2006 should be included in the Company's balance sheet; and

4.2.3 any director be authorised to sign Companies House form AA06 on the Company's behalf.

#### **6 Filings**

The Chairman instructed the company secretary to make all necessary and appropriate entries in the books and registers of the Company and to file form AA06 with the Registrar of Companies.

#### **7 Closure**

As there was no further business the Chairman closed the Meeting.

**8 Confirmation**

Signed as an accurate record of the proceedings of the Meeting.

  
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**Chairman**