

Company number 3544020

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MAYFAIR CATERING SERVICES LTD

(Company)

DECEMBER 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ordinary resolution (**Resolution**).

ORDINARY RESOLUTION

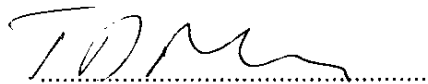
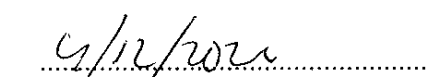
THAT the terms of an agreement proposed to be made between the Company and **Thomas Frohnhofer** for the purchase by the Company from Thomas Frohnhofer of 2 ordinary shares of £1 each in the capital of the Company for a total consideration of £193,620 as set out in the contract attached (**Purchase Contract**) be approved and the Company be authorised to enter into the Purchase Contract.

AGREEMENT

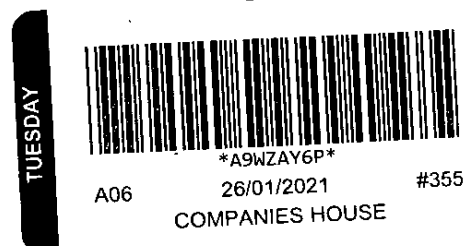
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the above Resolution on December 2020, hereby irrevocably agrees to the Resolution:

Signed by THOMAS MAYER


.....

.....

Date



NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an email and sending it to tom@mayers.co.uk with a copy to Victoria.Holland@riaabg.com. Please enter "Written resolution dated December 2020" in the email subject box.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless sufficient agreement has been received for the Resolution to pass by January 2021, it will lapse. If you agree to this Resolution, please ensure that your agreement reaches us as soon as possible.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

MAYFAIR CATERING SERVICES LTD

(Company)

WRITTEN RESOLUTIONS OF THE SOLE DIRECTOR OF THE COMPANY DATED 4 DECEMBER 2020

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

- 1.1 Thomas Mayer, being the sole director of the Company noted the nature and extent of his interest in the proposed transaction and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 (CA 2006) and the Company's articles of association, namely that he is the sole director and shareholder of the Company.
- 1.2 The director noted that under article 9.1.1 of the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.

2. BUSINESS

- 2.1 It was noted that, as a result of the proposed transfer of the Hubbub Business described below, the Company proposed to purchase 2 ordinary] shares of £1 each in the capital of the Company (Shares) from Thomas Frohnhofer (Seller) at £96,810 per Share, for a total consideration of £193,620.
- 2.2 It was noted that the consideration for the purchase of the Shares was to be financed using the Company's distributable profits.
- 2.3 The director noted that it was necessary, therefore, to consider and, if thought fit, approve the proposed purchase of the Shares subject to shareholder approval for such purchase.

3. DOCUMENTS

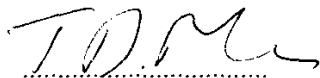
- 3.1 The director referred to the following documents:
 - 3.1.1 a draft pro forma contract for the purchase of the Shares, to be entered into by the Company and the Seller (Purchase Contract);
 - 3.1.2 a copy of the Company's latest interim accounts (Accounts); and
 - 3.1.3 the written resolution of the Company approving the Purchase Contract to be entered into with the Seller (Written Resolution).

4. RESOLUTIONS

- 4.1 The sole director noted that he carefully considered the purchase of the Shares and each of the documents referred to in paragraph 3. In particular, it was noted that the Accounts showed that the Company had sufficient distributable profits (as defined in section 736 of the CA 2006) available for the payment of the aggregate consideration of the Shares.
- 4.2 The sole director determined that the purchase of the Shares would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the CA 2006. Accordingly, the sole director RESOLVED to:
- 4.2.1 approve the proposed purchase of the Shares, following which the Share be cancelled; and
- 4.2.2 approve and execute the Purchase Contract on behalf of the Company and to do and execute all acts and documents necessary or desirable for its completion or otherwise in connection with it.
- 4.3 The sole director reported that a copy of the executed Purchase Contract would be kept at the Company's registered office for ten years as required by section 702 of the CA 2006.

5. FILING

The sole director reported that all necessary and appropriate entries would be made in the books and registers of the Company to record the purchase and cancellation of the Shares and that the Written Resolution would be filed within 15 days of the date on which it was passed and that Form SH03 and Form SH06 would be completed and filed at Companies House within 28 days following delivery of the Shares to the Company.



Thomas Mayers – sole director

18 01/12/2020.....

Date