

**L & P FIRE SAFETY EQUIPMENT LIMITED (the 'Company')**

**Company Registration No: 04607626**

**The Companies Acts 1985 to 2006**

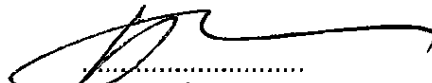
**Private Company Limited by Shares**

On 6 August 2019 the following resolution was duly passed as a written resolution of the sole member of the Company entitled to attend and vote at a general meeting on such date in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

**SPECIAL RESOLUTION**

THAT:

Pursuant to section 641 of the Companies Act 2006, and having received a solvency statement signed by each of the directors relating to the Company's financial state dated 1 August 2019, the issued share capital of the Company be reduced from **£538** to **£1** with the intention that the reserve arising from the above reduction of capital be distributed to our parent company, Hoyles Fire & Safety Limited, by way of dividend within the timeframe decided by the directors of the Company at their sole discretion.

  
.....  
Director/Secretary

FRIDAY



A20 \*A8BZH6IP\* #81  
16/08/2019  
COMPANIES HOUSE

**L & P FIRE SAFETY EQUIPMENT LIMITED (the 'Company')**

**Company Registration No: 04607626**

**The Companies Acts 1985 to 2006**

**Private Company Limited by Shares**

**Circulation date: 6 August 2019**

**WRITTEN SPECIAL RESOLUTION**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution

**SPECIAL RESOLUTION**

THAT:

Pursuant to section 641 of the Companies Act 2006, and having received a solvency statement signed by each of the directors relating to the Company's financial state dated 1 August 2019, the issued share capital of the Company be reduced from **£538** to **£1** the intention that the reserve arising from the above reduction of capital be distributed to our parent company, Hoyles Fire & Safety Limited, by way of dividend within the timeframe decided by the directors of the Company at their sole discretion.

**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 Resolution on 6 August 2019, hereby irrevocably agrees to the Resolution:

Signed by a duly authorised representative

Of **Hoyles Fire & Safety Limited**



Date

.....



**L & P FIRE SAFETY EQUIPMENT LIMITED (the 'Company')**  
**Company Registration No: 04607626**

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**MINUTES OF A BOARD MEETING OF THE DIRECTORS**

**Date:** 6 August 2019

**Present:** Mr. R. Pollard Director & Chairman of the meeting  
Mr. H. Hyman Director

**1 Interests in the proposed arrangement**

It was acknowledged that the board were aware of all interests of all directors in the proposed arrangements to be considered at the meeting in accordance with section 177 of the Companies Act 2006 (the "**2006 Act**"). It was further noted that pursuant to the Company's articles of association, a director may vote and form part of the quorum in relation to any contract or proposed contract with the Company.

**2 Reduction of capital**

- 2.1 It was reported that the meeting was to consider and if thought fit, reduce the Company's issued share capital from £538 to £1 (the "**Reduction**"). The chairman reported that the reason for the Reduction was to enable the Company to realise a distributable profit for onward distribution to its sole shareholder, Hoyles Fire & Safety Limited.
- 2.2 The chairman noted that pursuant to section 641 of the 2006 Act, the Company is permitted to reduce its share capital by a special resolution of the shareholders, supported by a solvency statement (the "**Solvency Statement**") made not more than 15 days prior to the passing of the special resolution. It was noted that the board were required to express the opinion that, taking into account contingent and prospective liabilities, the company could pay its debts as they fell due now and if it is intended to wind up the Company or otherwise strike off or dissolve it within the next 12 months, then the Company will be able to pay its debts within 12 months of the commencement of the winding up.
- 2.3 A draft of the Solvency Statement was produced to the meeting. The chairman noted that the financial state of the Company would need to be carefully considered by each of the directors before signing the Solvency Statement. It was noted that if any such statement was delivered to the Registrar of Companies and the directors did not have reasonable grounds for the opinions expressed in it then such directors would have committed an offence. The chairman further noted that a person guilty of such an offence is liable on conviction to imprisonment for up to two years and/or a fine.
- 2.4 In order to assist the Board in their assessment of the financial state of the Company, there was produced to the meeting:
- (a) the audited accounts for the Company for the period to 31 December 2018; and
  - (b) the management accounts of the company for the period to 30 June 2019.

It was noted that there was no prohibition or restriction in the Company's articles of association preventing a company from reducing its share capital.

### **3      Resolutions**

The director has carefully considered the financial position of the Company including all of the company's liabilities (including any contingent or prospective liabilities) and his responsibilities in signing the Solvency Statement, **IT WAS RESOLVED THAT:**

- 3.1      the Solvency Statement be signed by the Director and the Secretary; and
- 3.2      a written resolution of the shareholder ("**Written Resolution**") together with a copy of the Solvency Statement be circulated to the sole shareholder of the Company to approve the Reduction within 15 days of the date of the Solvency Statement.

### **4      Adjournment**

The meeting adjourned pending execution of the Solvency Statement and receipt of the signed Written Resolution.

### **5      Reconvening the meeting**

- 5.1      On the resumption of the meeting it was reported to the meeting that the Written Resolution had been passed by the sole shareholder of the Company approving the Reduction.
- 5.2      The chairman further noted that the Reduction had resulted in an additional distributable reserve of £537 which for accounting purposes is treated as a realised profit under the provisions of The Companies (Reduction of Share Capital) Order 2008 and as such may be distributed to shareholders.

### **6      Resolutions relating to Reduction of Capital**

After further discussions **IT WAS RESOLVED THAT:**

- 6.1      the directors be authorised to make a distribution of up to £537 (the "**Distribution**") to the sole shareholder of the Company at any time from the date of this resolution (subject to the provisions of the Companies Act 2006);
- 6.2      the Company Secretary be and is hereby authorised to take all steps necessary to secure of the Distribution as and when instructed to do so by the directors;
- 6.3      the Company Secretary be instructed to amend the company books to reflect the Reduction;
- 6.4      in relation to the Reduction the Company Secretary be instructed to file the following documents at Companies House within 15 days of the passing of the Written Resolution:
  - (a)      a print of the Written Resolution;
  - (b)      the solvency statement signed by each of the directors of the Company pursuant to s.644 (1) (a) of the 2006 Act;
  - (c)      a statement signed by each of the directors pursuant to s.644 (5) of the 2006 Act confirming that the solvency statement had been sent to the sole shareholder in accordance with the provisions of the 2006 Act; and
  - (d)      Form SH19 (Statement of Capital).

**7      Other business**

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

  
CHAIRMAN