

**BARRACUDA SEARCH LIMITED**

Registered in England company number 05089541

**MINUTES of a meeting of the BOARD OF DIRECTORS**Held at 14-16 Great Pulteney Street London W1F 9ND  
on September 13th 2018

**Present:** Mr Peter John Jones  
Mr Trevor Justin Linger  
Mr Keith John Jones

TUESDAY



A11 \*A7GPA5XL\* #106  
16/10/2018  
COMPANIES HOUSE

**1. Chairman**

Mr K. J. Jones acted as Chairman for the purpose of the Meeting.

**2. Notice, Quorum and Declarations of Interest**

- (a) Due notice having been given, the Meeting was validly convened.
- (b) A quorum was present and voting throughout the Meeting.
- (c) Each director present declared the nature and extent of their interests in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 and 182 of the Companies Act 2006

Name	Nature & Extent of Interest
Mr Peter Jones	Mr Jones is the holder of 10,000 B Ordinary Shares of £0.01 each in the capital of the Company (which are the subject of the proposed transaction)

**3. Business of the Meeting**

- 3.1 The Chairman reported that the Company proposed to purchase 10,000 B Ordinary Shares of £0.01 each in the capital of the Company ("the Shares") from Mr Peter Jones ("the Seller") for a total consideration of £125,000.
- 3.2 The Chairman reported that the Company had sufficient distributable profits (as defined in section 736 of the Companies Act 2006) available for the payment of the consideration in accordance with section 692 of the Companies Act 2006.

**4. Documents produced to the Meeting**

The following documents were produced to the meeting:

- (a) a draft contract for the purchase by the Company of the Shares from the Seller ("the Purchase Contract"); and

- (b) a draft copy of a written resolution ("Written Resolution") of the Company approving the Purchase Contract, such resolution to be sent to all eligible members (within the meaning of section 289(1) of the Companies Act 2006) of the Company in accordance with section 291 of the Companies Act 2006.

**5. Resolutions**

- 5.1 After carefully considering the proposed transaction and having regard to the matters set out in section 172(1) of the Companies Act 2006, **IT WAS RESOLVED:**

- (a) to approve the proposed purchase of the Shares; and
- (b) to approve the Written Resolution and recommend the Written Resolution for acceptance by the Company, and that it should be sent to the eligible members of the Company for signature accompanied by the Purchase Contract.

- 5.2 The Meeting was adjourned whilst the Written Resolution was circulated to the members.

- 5.3 The Meeting reconvened and it was reported by the Chairman that the Written Resolution had been passed.

5.4 **IT WAS RESOLVED:**

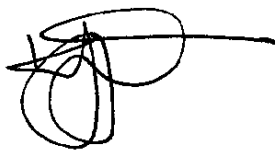
- (a) to authorise any director, any two directors or any one director and the Company Secretary or any director in the presence of a witness who attests his signature, to execute the Purchase Contract on behalf of the Company and to do and execute all acts and documents necessary or desirable for its completion or otherwise in connection with it;
- (b) to file a copy of the Written Resolution at the Companies Registry within 15 days of it being passed;
- (c) to keep a copy of the executed Purchase Contract at the Company's registered office for the period of ten years as required by section 702 of the Companies Act 2006; and
- (d) within 28 days following delivery to the Company of the Shares, to file forms SH03 and SH06 at the Companies Registry in respect of the Shares.

**6. Filing**

The Chairman was authorised and instructed to make all necessary filings with Companies House.

There being no further business the Meeting was terminated.

Signed; K. Jones



**CHAIRMAN.**

## WRITTEN SHAREHOLDERS' RESOLUTION

**CIRCULATION DATE: September 13, 2018**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Barracuda Search Limited ("the Company") propose that the following ordinary resolution be duly approved:

### ORDINARY RESOLUTION


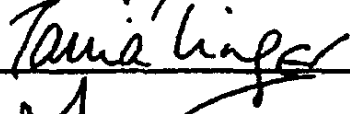

That pursuant to section 690 of the Companies Act 2006 and the Company's articles of association, the Company be and is hereby authorised to purchase 10,000 B Ordinary shares, for a consideration of £125,000.00 to be paid fully out of distributable profits and subject to the terms of the proposed contract to purchase attached to this resolution, which is hereby authorised.

That pursuant to section 706 of the Companies Act 2006, as soon as the purchase of own shares is complete the Company be and is hereby authorised to cancel the shares.

That the Company file form SH03 and form SH06 with Companies House within 28 days of the purchase of own shares.

### AGREEMENT

We, being the eligible members of the Company (as defined in section 289 of the Companies Act 2006) and entitled to vote on this resolution, agree that this resolution be so passed.

Name	No. shares	Signature	Date
PETER J JONES	B ORDINARY SHARES		13/09/2018
TANIA LINGER	D ORDINARY SHARES		13/09/2018
JUSTIN LINGER	D ORDINARY SHARES		13/09/2018