

MH SERVICES INTERNATIONAL (UK) LIMITED

Company Number: 10926787

(the Company)

FRIDAY



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22/01/2021

#310

COMPANIES HOUSE

Minutes of a meeting of the board of directors of the Company held by telephone on 11th December 2020 at 2.00p.m. (the **Meeting**)

In Attendance: Tricia Dinkelman, Arvan Chan, Brent Layton, Samantha Jones, Ed McKenzie-Boyle, Darren Thomas

1. NOTICE AND QUORUM

- 1.1 Tricia Dinkelman was appointed chairman of the meeting (the **Chairman**). The Chairman declared the Meeting had been duly convened and that a quorum was present and that the Meeting was opened.
- 1.2 It was noted that all directors of the Company have been given adequate notice of the Meeting.

2. DECLARATION OF INTERESTS

- 2.1 It was noted that, among his other duties, a director is required by statute to act in the way he/she considers, in good faith, would be most likely to promote the success of the Company for the benefit of the members as a whole, having regard, among other things, to the matters listed in section 172(1) of the Companies Act 2006 (the **Act**).
- 2.2 Each director present either confirmed that they had no direct or indirect interest in any way in the matters to be considered at the meeting or disclosed the interests which they were required by section 177 of the 2006 Act and the Company's articles of association to disclose, and such declarations were taken as sufficient for the purposes of the Company's articles of association, section 177 of the 2006 Act and otherwise.
- 2.3 The directors were reminded of their obligation to make a further declaration in the event that any existing declaration made by them proves to be or becomes inaccurate.

3. PURPOSE OF THE MEETING

- 3.1 The Chairman reported that the purpose of the Meeting was to:
- a) Receive and approve the Company's annual accounts for the financial year ending 31 December 2019, together with the directors' report on those accounts;
 - b) Consider, and if thought fit, approve the Company taking an audit exemption for the financial year ending 31st December 2019 pursuant to section 479A of the Companies Act 2006, and to tend to certain formalities in connection with the proposed exemption.
 - c) Consider, and if thought fit, approve the Company taking an exemption from the requirement to prepare consolidated financial statements for the financial year ending 31st December 2019 pursuant to section 400 of the Companies Act 2006.

4. WRITTEN RESOLUTION

4.1 There was produced to the meeting:

- a). a form of written resolution of the members of the Company agreeing to the Company taking the exemption from audit; and
- b). a form of written resolution of the members of the Company agreeing to the Company taking the exemption from preparing consolidated financial statements.

4.2 **IT WAS RESOLVED** that:

- 4.2.1 The accounts for the Company for the year ended 31st December 2019 be approved; and
- 4.2.2 Adopting the exemption from audit would promote the success of the Company for the benefit of its members; and
- 4.2.3 Adopting the exemption from preparing consolidated financial statements would promote the success of the Company for the benefit of its members.

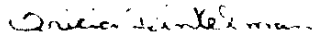
5. FILING

The Chairman instructed the directors or any other authorised person to:

- 5.1 Make all necessary and appropriate entries in the books and registers of the Company; and
- 5.2 Submit the members' resolutions to the members of the Company for signature; and
- 5.3 Deliver to the Registrar of Companies on or before the date on which the Company files the accounts for the financial year ending 31st December 2019:
 - a) a copy of the members' agreement(s);
 - b). a copy of the consolidated accounts of the parent in which the company is included;
 - c). a copy of the auditor's report on the consolidated accounts referred to in (b) above; and
 - d). a copy of the consolidated annual report drawn up by the parent.

6. CLOSE

There was no further business and the Chairman declared the Meeting closed.



Tricia Dinkelman

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Chairman