

**MHS CORPORATE SERVICES LTD**  
 Company number 11749142  
 Private company limited by shares

### WRITTEN SPECIAL RESOLUTION

Date 23<sup>rd</sup> of April 2019

**To the shareholders in the Company and the Company's auditors (where applicable)**

Please note that...

- (a) the board of directors of the Company has proposed that in order to rectify a mistake made during incorporation the Company should reduce its share capital from €1,000,000 to €10,000 by cancelling and extinguishing 9,900 ordinary shares of €100 each in the Company, all of which are unpaid;
- (b) the board of directors has proposed that the reduction of capital be carried out by way of the solvency statement procedure under section 641(1)(a) of the CA 2006;
- (c) this procedure requires all of the directors to sign a statement of solvency and the shareholders in the Company to approve the reduction by special resolution; and
- (d) the board of directors has no intention to commence the winding up of the Company at any time.

Attached is a copy of a solvency statement in the prescribed form and containing the information set out in section 643 of the CA 2006 duly signed by the sole director of the Company and dated the same date as the date hereof.

Your attention is drawn to the constitution of the Company.

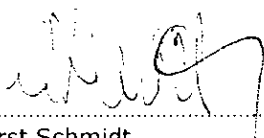
The sole director of the Company has confirmed that he has no direct or indirect interest in any way in the said business which he was required by section 177 of the CA 2006 and the Company's articles of association to disclose.

Under Chapter 2 of Part 13 of the Companies Act 2006 the board of directors of the Company proposes that the following written special resolution of the shareholders in the Company is passed...

*THAT the issued share capital of the Company be reduced from €1,000,000 to €10,000 by cancelling and extinguishing 9,900 ordinary shares of €100 in the Company, all of which are unpaid*

**Please read the notes at the end of this document before signifying your agreement to the resolution**

***I am a person entitled to vote on the resolution on the date set out above, and I hereby irrevocably agree the resolution***



(signed)

Michael Horst Schmidt  
 Director  
 For and on behalf of  
**MHS HOLDING GMBH**

Date 23<sup>rd</sup> of April 2019

FRIDAY



A10

10/05/2019  
 COMPANIES HOUSE

#22

**MHS CORPORATE SERVICES LTD**

Company number 11749142

Private company limited by shares

**MINUTES OF A MEETING OF THE SOLE DIRECTOR**

held at

**Zurich**on **23<sup>rd</sup> of April 2019** at **10:00 am****Present** - Gerd Schneider, the sole director of the Company**1 Chairperson**

Gerd Schneider was appointed chairperson of the meeting.

**2 Notice and quorum**

2.1 The chairperson noted that Gerd Schneider is the sole director of the Company.

2.2 The Chairman reported that due notice of the meeting had been given and that a quorum was present, and accordingly declared the meeting open.

**3 Interests in proposed business**

The sole director confirmed that he had no direct or indirect interest in any way in the business to be considered at the meeting which he was required by section 177 of the CA 2006 and the Company's articles of association to disclose.

**4 Business of the meeting**

4.1 The chairperson reported that in order to rectify a mistake made during incorporation the Company proposed to reduce its share capital from €1,000,000 to €10,000 by cancelling and extinguishing 9,900 ordinary shares of €100 in the Company, all of which are unpaid.

4.2 The chairperson further noted that it was proposed that the reduction of capital be carried out by way of the solvency statement procedure under section 641(1)(a) of the CA 2006.

4.3 The chairperson explained that this procedure requires all of the directors to sign a statement of solvency and the shareholders to approve the reduction by special resolution.

4.4 The Chairperson noted that currently there is no intention to commence the winding up of the Company at any time.

**5 Documents produced to the meeting**

The following documents were produced to the meeting:

(a) a draft solvency statement in the prescribed form and containing the information set out in section 643 of the CA 2006 (**Solvency Statement**);

(b) a draft copy of a written resolution of the Company approving the reduction of capital (**Written Resolution**), such resolution to be sent to all eligible shareholders (within the meaning of section 289(1) of the CA 2006) of the Company in accordance with section 291 of the CA 2006; and

(c) all the books, records and accounts of the Company.

**6 Consideration of documents**

FRIDAY

COMPANIES HOUSE

6.1 The sole director carefully considered the financial position of the Company and the effect of the reduction of capital on the Company. It was noted that in the Solvency Statement, the sole director would be required to confirm that:

- (a) he has formed the opinion, as regards the Company's situation at the date of the statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts; and
- (b) he has also formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following that date.

6.2 It was noted that the Solvency Statement must be signed by the sole director no more than 15 days before the special resolution approving the reduction of capital is passed.

## **7 Resolutions**

7.1 The meeting carefully considered the reduction of capital and IT WAS RESOLVED to:

- (a) approve the proposed reduction of capital;
- (b) subject to being able validly to make the requisite Solvency Statement, that the sole director makes the Solvency Statement; and
- (c) approve the Written Resolution and recommend that it be accepted by the Company, and that it should be sent to the eligible shareholders of the Company for signature accompanied by the Solvency Statement and before, or at the same time, provide a copy of the Written Resolution to the Company's auditors.

7.2 Subject to and following the passing of the Written Resolution, IT WAS RESOLVED to:

- (a) carry out the reduction of capital and to take all steps necessary to cancel and extinguish the relevant shares; and
- (b) file, within 15 days of the Written Resolution being passed, a copy of the resolution, signed Solvency Statement, Form SH19 and a statement of compliance by the sole director confirming that the Solvency Statement was made not more than 15 days before the date on which the resolution was passed and was provided to the shareholders in accordance with section 642(2) or 3 of CA 2006.

## **8 Filing**

Subject to the Written Resolution being passed, the chairperson instructed the company secretary to:

- (a) make all necessary and appropriate entries in the books and registers of the Company; and
- (b) arrange for the forms and documents listed in paragraph 7.2(c) above to be filed at Companies House.

## **9 Close**

There was no further business and the chairperson declared the meeting closed.

GERD SCHNEIDER  
Chairperson

Date 23<sup>rd</sup> of April 2019

(signed)