

## **BYRD LIMITED**

Minutes of a meeting of the board of directors of Byrd Limited (**Company**) held at

On 15th April 2021 at 2pm

<b>PRESENT:</b>	<b>NAME</b>	<b>POSITION</b>
	Edward Baldry	Director
	Nina Davies	Director

### **1 Chairperson**

Edward Baldry was appointed chairperson of the meeting and chaired the meeting throughout.

### **2 Notice and quorum**

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

### **3 Declarations of interest**

- 3.1 Each director present declared the nature and extent of their interest in the proposed transactions and other arrangements to be considered at the meeting in accordance with section 177 of the Companies Act 2006 and the Company's articles of association.
- 3.2 It was noted that, pursuant to article 14(3) 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 where the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest (as was considered to be the case in relation to the matter under consideration at the meeting).

### **4 Business of the meeting**

The chairperson reported that the business of the meeting was to approve an amendment to the articles of association of the Company to include as new articles 2(1) to 2(5) a standard model article in the form required for the Company to register as a B Corp (the **Model B Corp Article**).

### **5 Documents produced to the meeting**

- 5.1 There was produced to the meeting a draft members written resolution (**Members Resolution**) approving the adoption of a new set of articles incorporating the Model B Corp Article (the **New Articles**).

## **6 Resolutions**

6.1 The meeting resolved to:

- 6.1.1 approve the New Articles and their adoption subject to approval of the members; and
- 6.1.2 the form of the Members Resolution and its circulation to the members of the Company.

## **7 Adjournment**

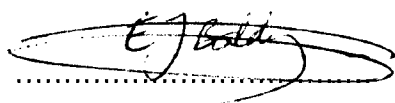
- 7.1 The meeting was adjourned so that the Members Resolution could be passed by the members of the Company.
- 7.2 After an adjournment, the meeting reconvened when the chairperson reported that the Members Resolution had been duly passed as a special resolution.

## **8 Filing**

- 8.1 The chairperson requested any director to arrange for delivery to the Registrar of Companies of the Members Resolution and the New Articles.

## **9 Close**

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



Chairperson

15 April, 2021

(Date)