

# ADEPT DENTAL LABORATORY LIMITED

**Company number: 03201645**

Registered office address: Saxon House, 84 Hollow Road, Bury St  
Edmunds, Suffolk, IP32 7AZ

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## MINUTES OF MEETING OF THE DIRECTORS

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**Date held:** 28 February 2022

**Held at:** Saxon House, 84 Hollow Road  
Bury St Edmunds  
Suffolk  
IP32 7AZ

**Present:** Mrs Marriette Robbertse (Director)  
Mr Marthinus Johannes ROBBERTSE (Director)

### 1. NOTICE AND QUORUM

The chairperson reported that sufficient notice of the meeting had been given to all the directors, and as a quorum was present declared the meeting open.

### 2. DECLARATION OF INTEREST

Pursuant to section 177 of the Companies Act 2006, each director in attendance at the meeting declared that they did not have any direct or indirect interest in the proposed purchase of own shares. It was noted that having duly disclosed any interest, all the directors were permitted by the Company's articles of association to consider and vote upon the proposed transaction.

### 3. PROPOSED SHARE CAPITAL REDUCTION

It was proposed that the Company proceed with a share capital reduction subject to obtaining shareholder approval of the special resolution supported by a solvency statement detailed below:

"That pursuant to section 641 of the Companies Act 2006 and the Company's articles of association, the share capital of the Company be reduced by cancelling 14,990 A Ordinary £1.00 shares and 14,990 B Ordinary £1.00 shares that is lost or unrepresented by available assets supported by a solvency statement by the directors issued in accordance with section 643 of the Companies Act 2006.

That the share capital after the reduction will be 10 A Ordinary £1.00 shares and 10 B Ordinary £1.00 shares.

That the Company file form SH19 with Companies House within 15 days of the share capital reduction supported by the directors' solvency statement and directors' statement of compliance."

#### 4. BOARD RESOLUTION

After due consideration it was resolved:

- To recommend the share capital reduction in accordance with the wording of the special resolution set out above.
- To put the resolution before all members of the Company for their approval, noting that any members whose shareholdings are subject to the proposed resolution to reduce the share capital cannot exercise the votes attached to those shares.
- To distribute a written resolution to all eligible members of the Company, together with a copy of the directors' solvency statement.

As part of reaching their decision to recommend the share capital reduction, the directors considered both the specific requirements of section 172 of the Companies Act 2006 and the need to promote the success of the Company for the benefit of its members as a whole.

## 5. CLOSE

There being no further business the meeting was closed.

Signed:

Marthinus Robertse (Mar 5, 2022 06:32 GMT)

Dated:

Mar 5, 2022