

Company Number 04656113

Private Company Limited by Shares

WRITTEN RESOLUTIONS

of

CERTES HOLDINGS LIMITED ("Company")

28th March 2018 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the resolutions 1 and 2 below are passed as an ordinary resolution and a special resolution respectively (**Resolutions**)

RESOLUTION

That the terms of a contract proposed to be made between the Company and Simon Churan for the purchase by the Company of 1,800 Ordinary Shares of £1.00 each in the capital of the Company for a consideration of £40,000.00 set out in the Contract attach (**Purchase Contract**) be approved and the Company be authorised to enter into the Purchase Contract.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the above resolutions on 28th March 2018, hereby irrevocably agree to the Resolutions:

Signed by

Robert Frederick Lindsey

Date

28th March 2018

Katharine Jane Mc Master

Date

28/3/18

Richard Dean King

Date

28/3/18

FRIDAY



A23 *A74RM4GY* #133
27/04/2018
COMPANIES HOUSE

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to the Company's registered office, marked "FAO Richard King".
- **Post:** returning the signed copy by post to the Company's registered office, marked "FAO Richard King".

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by 14 days from 28th March 2018, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to this resolution, please indicate your agreement and notify us as soon as possible.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Board minutes for approving off-market share buyback and payment out of distributable profits by a private limited company.

CERTES HOLDINGS LIMITED (company number 04656113)

Minutes of a meeting of the board of directors of Certes Holdings Limited (Company) held at 3 The Courtyard Roman Way Coleshill Warwickshire on 28th March 2018 at 12:30 ~~a.m~~/p.m

PRESENT:	NAME	POSITION
	Robert Lindsey	Managing Director
	Richard King	Director/Company Secretary
	Katharine McMaster	Non Executive Chairman

1. CHAIRPERSON

Robert Lindsey was appointed chairperson of the meeting.

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. INTERESTS IN PROPOSED TRANSACTIONS AND/OR ARRANGEMENTS WITH THE COMPANY

3.1 Each director present declared the nature and extent of their interest in the proposed transaction and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 (CA 2006) and the Company's articles of association.

3.2 It was noted that under article 12 of the Company's articles of association, that a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.

4. BUSINESS OF THE MEETING

- 4.1 The chairperson reported that the Company proposed to purchase 1,800 shares of £1.00 each in the capital of the Company (**Shares**) from Simon Churan (**Seller**) for a total consideration of £40,000.00.
- 4.2 It was noted that the Company had sufficient distributable profits (as defined in section 736 of the CA 2006) available for the payment of the consideration in accordance with section 692 of the CA 2006.
- 4.3 The chairperson reported that the business of the meeting, therefore, was to consider and, if thought fit, approve the proposed purchase of the Shares and arrange to seek shareholder approval for such purchase.

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

6. RESOLUTIONS

- 6.1 The meeting carefully considered the purchase of the Shares and each of the documents referred to in paragraph 5. IT WAS RESOLVED to:
- (a) approve the proposed purchase of the Shares;
 - (b) approve the Written Resolution, recommend that it be accepted by the Company and send it to the eligible members of the Company.
- 6.2 The chairperson instructed the Company Secretary to send the Written Resolution to the eligible members of the Company for signature accompanied by the Purchase Contract and before, or at the same time, to provide a copy of the Written Resolution to the Company's auditors.
- 6.3 Subject to and following the passing of the Written Resolution, IT WAS RESOLVED to:

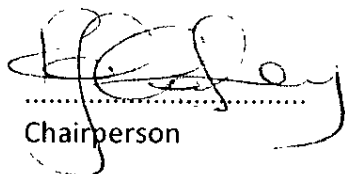
- (a) authorise any one director to execute the Purchase Contract on behalf of the Company and to do and execute all acts and documents necessary or desirable for its completion or otherwise in connection with it;
- (b) keep a copy of the executed Purchase Contract at the Company's registered office for the period of ten years as required by section 702 of the CA 2006; and
- (c) within 28 days following delivery to the Company of the Shares, file Form SH03 and Form SH06 at Companies House regarding the Shares.

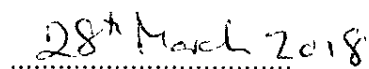
7. FILING

Subject to the Written Resolution being passed, the chairperson instructed the Company Secretary to make all necessary and appropriate entries in the books and registers of the Company to record the purchase and cancellation of the Shares and to arrange for all necessary forms and documents to be filed at Companies House.

8. CLOSE

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


.....
Chairperson


.....
Date

DATED 28th March

2018

SIMON CHURAN

and

CERTES HOLDINGS LIMITED

PURCHASE OF OWN SHARES AGREEMENT

THIS AGREEMENT is made on **28TH MARCH**

2018

PARTIES:

- (1) **SIMON CHURAN** of The Coach House, Barbers Lane, Martley. Worcestershire WR6 6LS ('the Seller'); and
- (1) **CERTES HOLDINGS LIMITED** (company number 04656113) whose registered office is at 3 The Courtyard, Roman Way, Coleshill, Warwickshire. B46 1HQ ('the Company').

BACKGROUND:

- (A) The Company has an issued share capital of £12,858.00 divided into 12,858 Ordinary Shares of One Pound each. 1,800 Ordinary one pound shares are registered in the name of the Seller.
- (B) Pursuant to the powers conferred in the Companies Act 2006 and the Articles of Association of the Company and written resolutions of the Company of even date herewith the Company proposes to enter into this Agreement with the Seller to purchase all the shares in the Company registered in the name of the Seller on the terms set out in this Agreement.

OPERATIVE PROVISIONS

1. AGREEMENT FOR SALE

The Seller shall sell with full title guarantee and with all rights (if any) attaching thereto and the Company shall purchase (free from all liens, charges, and encumbrances) a total of 1,800 Ordinary Shares of One Pound each in the Company ("sale shares") for an aggregate purchase price of £40,000.00.

2. COMPLETION

Completion of the sale and purchase of the Sale Shares shall take place immediately on execution of this Agreement when the Seller shall deliver the share certificate(s) or other evidence of title to the Shares to the Company and the Company shall satisfy its obligation to pay the consideration due in respect of the Sale Shares by payment of the sum of £40,000.00 to the Seller by way of telegraphic transfer for same day value to the Seller's account at Sort Code 20-97-78 Account No.20684996.

3. CLEARANCE APPLICATION

- 3.1 The Seller has instructed G Jackson (Taxation) Ltd to submit:-

- (a) for the Company an application for tax clearance under section 1044 Corporation Taxes Act 2010; and
 - (b) for the Seller an application for tax clearance under section 701 Income Taxes Act 2007 in terms approved by the Company and the Seller.
- 3.2 The clearances above referred to were granted by H M Revenue and Customs on 29th November 2017.

4. CONFIDENTIALITY RESTRICTIONS

- 4.1 Both the Company and the Seller shall use reasonable endeavours to ensure that both parties
 - (a) keep confidential the terms of this Agreement;
 - (b) whether directly or indirectly do not make or publish or cause to allow to be made any disparaging or derogatory statements in respect of each other.
- 4.2 The terms of this Agreement shall not prevent the parties from making a disclosure:-
 - (a) for the purposes of seeking legal advice in relation to this Agreement provided the professional adviser is bound by a duty of confidence;
 - (b) to HMRC or to the proper authorities (or to any court of competent jurisdiction) as required by law;
 - (c) for the purposes of putting the terms of this Agreement into effect; or
 - (d) to the Seller's immediate family provided such persons agree to maintain confidentiality.

5. COUNTERPARTS

This agreement may be executed in any number of counterparts each in the like form, all of which taken together shall constitute one and the same document and any party may execute this Agreement by signing any one or more of such counterparts.

6. LAW

This Agreement shall be governed in all respects by English law.

7. NOTICES

- 7.1 Any notice required to be given under this Agreement, shall be in writing and shall be delivered personally, or sent by pre-paid first-class post or recorded delivery or by commercial courier, to each party required to receive the notice as set out in the parties section of this Agreement or as otherwise specified by the relevant party by notice in writing to each other party.

- 7.2 Any notice shall be deemed to have been duly received:
- (a) if delivered personally, when left at the address and for the contact referred to in this clause; or
 - (b) if sent by pre-paid first-class post or recorded delivery, at 9.00 a.m. on the second Business Day after posting; or
 - (c) if delivered by commercial courier, on the date and at the time that the courier's delivery receipt is signed.
- 7.3 A notice required to be given under this Agreement shall not be validly given if sent by e-mail.
- 7.4 In this clause 6 Business Day means a day on which banks are generally open for business.

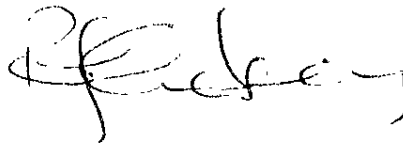
In witness whereof this Deed has been executed by the parties on the day first above written

SIGNED AS A DEED by
the said SIMON CHURAN
in the presence of:-



Witness Signature LC/Am
Witness Name (printed) LEE CAMPBELL
Address 8 AUSTIN CLOSE
..... BIRMINGHAM B27 6SQ
Occupation ASSISTANT ACCOUNTANT

EXECUTED as a deed by
CERTES HOLDINGS LIMITED
acting by []
Director ROBERT LINDSEY
in the presence of:-



Witness Signature LC/Am
Witness Name (printed) LEE CAMPBELL
Address 8 AUSTIN CLOSE
..... BIRMINGHAM B27 6SQ
Occupation ASSISTANT ACCOUNTANT