

Company No. 04885588

PLAIN DESIGN LIMITED
("the Company")

SATURDAY



A10 *ABABYSDK* 13/08/2022 #206
COMPANIES HOUSE

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

Held at Unit 1A Optimum Business Park, Optimum Road, Swadlincote, DE11 0WT
On the 29th day of July 2022 at a.m/p.m

Present: Niall Buntain (Chairperson)
Christine Buntain

1. In attendance, notice and Quorum

- 1.1. The Chairperson reported that notice of the meeting had been given to all directors entitled to receive it.
- 1.2. The Chairperson noted a quorum was present and declared the meeting open.

2. Declaration of Interest

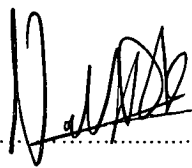
- 2.1. The directors present at the meeting declared their interests in the matters to be discussed at the meeting and such declaration was taken as sufficient for the purposes of the Company's articles of association ("**Articles**"), Section 177 of the Companies Act 2006 ("**the Act**") and otherwise. It was noted that pursuant to the Articles, the directors were permitted to count as part of the quorum on all the matters to be discussed, notwithstanding their interest.
- 2.2. The Chairperson referred the directors to the "**Directors Duties Information**" Sheet which each of them had received (and a copy of which was annexed to these minutes) and reminded the directors of the need to consider their duties to the Company, including those contained in the Act when considering the matters at this meeting.

3. Share for Share Exchange Agreement

- 3.1. There was produced to the meeting a share for share exchange agreement entered into on the date hereof ("**the Share for Share Exchange Agreement**") between (1) Plain Design Holdings Limited, a company registered in England and Wales with number 14134097 ("**Holding Company**") and (2) Katherine Briers (a "**Shareholder**") pursuant to which the Shareholder has transferred his/her shareholding in the Company to Holding Company in consideration for the issue of 11 B ordinary share of £1.00 each in the capital of Holding Company to the Shareholder for every 11 B ordinary share of £1.00 each in the capital of the Company registered in the name of such Shareholder.
- 3.2. It was reported that the Share for Share Exchange Agreement had been entered into, and pursuant to the terms thereof, the Chairperson confirmed that he had received duly executed share transfers together with relative share certificates or indemnities as set out below;

Transferor	Transferee	No of B ordinary shares of £1 each
Katherine Briers	Holding Company	B ordinary shares of £1.00 each
Total		11

- 3.3. **IT WAS RESOLVED** that the share transfers referred to above, be approved and (subject to stamping or being adjudicated as not stampable), the register of members of the Company be amended accordingly and, that new share certificates be executed and issued to Holding Company in respect of the shares transferred to it.
- 3.4. The Chairperson noted that the beneficial owner of the entire issued share capital of the Company is Holding Company.
4. **Close**
- 4.1. There being no further business, the minutes were read and signed and the meeting then closed.



CHAIRPERSON

**ANNEXURE –
DIRECTORS DUTIES INFORMATION**

Directors owe the following duties to the Company and must act in accordance with them. The duties as at 3 September 2003 (whether under the Companies Act 2006 or at common law) are:

1. to act within the powers of the Company;
2. to promote the success of the Company for the benefit of its shareholders as a whole;
3. to exercise independent judgment;
4. to exercise reasonable care, skill and diligence
5. to avoid conflicts of interest;
6. not to accept benefits from third parties;
7. to declare personal interests (whether yours or related parties) in proposed transactions or arrangements with the Company.

In acting in a way to promote the success of the Company, directors must have regard to a number of matters, including at least the following:

- a. the likely consequences of any decision in the long term;
- b. the interests of the Company's employees;
- c. the need to foster the Company's business relationships with suppliers, customers and others;
- d. the impact of the Company's operations on the community and the environment;
- e. the desirability of the Company maintaining a reputation for high standards of business conduct; and
- f. the need to act fairly as between shareholders of the Company.