

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF ALTERNATIVE  
CRUISE PARKING LIMITED

HELD AT: Speedwell House, West Quay Road, Southampton, SO15 1GY (the  
registered office)

HELD ON: 22 February 2023

PRESENT: Helen Cator (Director)  
Jonathan Brothers (Accountant & Chairman)

ABSENCES: None

**ABSENCES**

**Notice and quorum**

The Chairman reported that a quorum necessary for a meeting of the Board of Directors of the Company was present.

**Purpose of meeting**

The Chairman reported the proposal to re-designate 1 issued Ordinary share in the capital of the Company as an 'B' Ordinary share and adopt new Articles of Association.

**Declaration of Director's interests**

Helen Cator formally declared her interest in the proposed transaction by virtue of being both a director and shareholder.

It was noted however that having formally declared her interest, that she would be entitled in accordance with the terms of the Articles of Association of the Company to vote upon any matters put to the meeting concerning this transaction.

**Creation of share class and adoption of Articles**

The Chairman resolved to convene a General Meeting of the Company to be held at Speedwell House, West Quay Road, Southampton, SO15 1GY, at 3.30pm on 22 February 2023 for the purpose of considering and, if thought fit, passing the resolutions as laid out in the Notice convening the meeting as Ordinary and Special Resolutions for the following purposes:

**ORDINARY RESOLUTION**

1. THAT 1 issued Ordinary shares of £1 be re-designated as a 'B' Ordinary share of £1 per share, with the rights and restrictions as set out in the Articles of Association.

**SPECIAL RESOLUTION**

2. THAT Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the new Articles of Association



of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

The Chairman presented to the Director draft Notice convening the above General Meeting and this was duly approved.

The Chairman was instructed to hand a copy of the above-said Notice to the members and the accountants of the Company.

The Chairman then adjourned the meeting.

The Chairman reconvened the meeting at 3.45pm and reported that the members had duly passed the Resolutions as laid out in the above-said Notice.

It was noted that following the passing of the Resolutions, the issued share capital of the Company would be re-stated as follows:

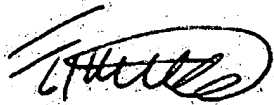
<b>Name</b>	<b>Shares</b>
Helen Cator	50 Ordinary shares of £1 each
Andrew Cator	49 Ordinary shares of £1 each
James Hunt	1 'B' Ordinary share of £1

**IT WAS RESOLVED THAT:**

1. The transfers be approved and the Register of Members be updated accordingly;
2. The appropriate share certificates be issued and executed by the Director of the Company in the presence of a witness who attests the signature;
3. The print of the Resolutions, Forms SH08 and the Articles of Association as initialled by the Chairman, be filed with Companies House.

**Close of meeting**

There being no further business the meeting terminated.



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Chairman