

PASS MOVE GRIN ELITE LTD

Company number: **12587087**

Registered office address: 1 Pelham Court, Pelham Road, Nottingham,
NG5 1AP

SHAREHOLDERS' RESOLUTION

Passed on **1st March 2021**

At a general meeting of PASS MOVE GRIN ELITE LTD ("the Company"), held at Rogers Spencer Newstead House, Pelham Road, Nottingham, NG5 1AP on 1st March 2021, the following resolution was duly passed as a special resolution of the shareholders:

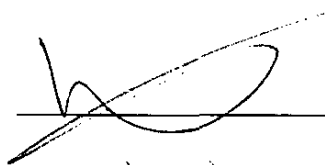
SPECIAL RESOLUTION

That pursuant to section 641 1 (1) of the Companies Act 2006 and the Company's articles of association, the share capital of the Company be reduced by reducing the nominal value of Ordinary shares from £100.00 to £0.10 achieved by extinguishing unpaid share capital supported by a solvency statement from the directors issued in accordance with section 643 of the Companies Act 2006.

That the share capital after the reduction will be 1,000 Ordinary £0.10 shares.

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

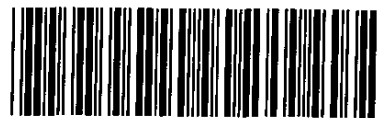
Signed:



Dated:

10/3/21

SATURDAY



AA05LTYI

A15

13/03/2021

#150

COMPANIES HOUSE

PASS MOVE GRIN ELITE LTD

Company number: 12587087

Registered office address: 1 Pelham Court, Pelham Road, Nottingham,
NG5 1AP

MINUTES OF MEETING OF THE DIRECTORS

Date held: 1st March 2021

Held at: Rogers Spencer Newstead House, Pelham Road
Nottingham
NG5 1AP

Present: Mr Wesleigh Derek BURKE (Director)

SATURDAY

COMPANIES HOUSE

1. NOTICE AND QUORUM

The chairman reported that sufficient notice of the meeting had been duly given and that a quorum was present. The chairman declared that the meeting was open.

2. DECLARATION OF INTEREST

Pursuant to section 177 of the Companies Act 2006, each director in attendance at the meeting declared in full every 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 reducing the nominal value of Ordinary shares from £100.00 to £0.10 achieved by extinguishing unpaid share capital supported by a solvency statement from the directors issued in accordance with section 643 of the Companies Act 2006.

That the share capital after the reduction will be 1,000 Ordinary £0.10 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 [convene a general meeting and ensure that a copy of the directors' solvency statement is presented at the general meeting to which the resolution above is to be approved.

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:



Dated:

10 / 3 / 21
