

DIRECTORS' BOARD MEETING MINUTES TO COMMENCE PROCEEDINGS FOR A VOLUNTARY LIQUIDATION

THE NEW CRAFTSMEN LIMITED COMPANY NUMBER: 07675871

Minutes of a meeting of the board of directors held at [REDACTED] on 27 October 2022 at 4:00pm.

- PRESENT:** [REDACTED] Director and Chair
[REDACTED] – Director
[REDACTED] – Director
[REDACTED] – Director (By Zoom)
[REDACTED] – Director (By Zoom)
- IN ATTENDANCE:** [REDACTED] – Leonard Curtis (by Zoom)
- APOLOGIES FOR ABSENCE:** [REDACTED] – Director

The Company's financial position was discussed with key points being as follows:

- Leonard Curtis have confirmed that the Company is insolvent and should not continue to trade
- Over the past month, operating under the guidance of Leonard Curtis the Company has ensured that the interests of creditors were carefully considered as the business continued to trade while a buyer was sought – using the services of [REDACTED].
- Two credible buyers had come forward (after 12 expressions of interest) – one with an initial interest to buying the business as a going concern and one offering to buy the IP and some of the assets of the business only. The former has not come back with a formal offer despite being given deadlines and L.C. recommended that the board accept the latter.
- [REDACTED] advised the meeting that he was a minority shareholder in this latter company – an interest he had held for some time
- [REDACTED] advised that he had met with the latter Company and that the shareholder of [REDACTED] that he represents was considering participation
- [REDACTED] advised that in parallel with [REDACTED] he had made a number of further contacts concerning the sale of the business/search for additional equity, including [REDACTED], [REDACTED] (currently launching), [REDACTED] and a US party none of which had been fruitful
- It was agreed that, subject to [REDACTED] final confirmation that the first interested party would not proceed, the Company should proceed with the latter offer
- [REDACTED] asked for a summary of LC and [REDACTED] costs to date which [REDACTED] advised would be forwarded to the directors after the meeting

The meeting concluded that the Company could not by reason of its liabilities continue business and it was resolved that:

1. The Company be wound up voluntarily.
2. That all members of the Company be requested to sign written resolutions, in the form of the draft attached to these minutes, pursuant to the provisions of Section 281A of the Companies Act 2006, for the winding up and for the nomination of [REDACTED] and [REDACTED] as Joint Liquidators for the purposes of such winding up.
3. That a copy of the proposed resolutions be sent to the Company's auditors as appropriate.

That the directors deliver a notice to creditors seeking their decision on the nomination of a liquidator via the deemed consent procedure pursuant to Rule 6.14 of the Insolvency (England and Wales) Rules 2016 with a decision date of 8 November 2022.

4. All necessary documentation in relation to the above be signed on behalf of the board of directors by [REDACTED] who will sign the statement of truth relating to the statement of affairs and, if necessary, attend and chair any meeting of members and any subsequent virtual or physical meeting of creditors.
5. Instructions be and are hereby given to Leonard Curtis to assist the directors in the preparation of the statement of affairs and other information to be provided to creditors, as well as for the necessary documentation either for a meeting of members or written resolutions for the purpose of placing the Company into liquidation.
6. If appropriate, agents be instructed to prepare a preliminary valuation of the Company's chattel assets to assist the directors in the preparation of the statement of affairs.
7. [REDACTED] in connection with the assistance provided in preparing the statement of affairs and other information to be provided to creditors, the necessary documentation either for a meeting of members or written resolutions for the purpose of placing the Company into liquidation and convening a decision of the creditors, be and are hereby approved for immediate payment.
8. That the Company's bank account be frozen and that Leonard Curtis be empowered to collect cash, cheques and orders payable to the Company and to hold such monies in a Leonard Curtis client account or in any other manner considered appropriate on trust for the Company pending the appointment of a Liquidator. Leonard Curtis are further authorised to make such payments out of Company funds held as may be necessary prior to the appointment of a liquidator.
9. The Company shall incur no further credit, all credit cards are to be returned to the Company secretary and all staff advised accordingly.
10. That the Company's books and records will be made available for collection prior to the winding up.
11. [REDACTED] be available to small shareholders (sub 160,000 shares) should they wish to discuss the matter as a representative of the board and a small shareholder.

[REDACTED] advised the meeting that – in line with previous discussions – he would be pursuing the aim of ensuring that a fund would be set up, independently of the business, to assist Makers who were hit financially by the insolvency of the Company and that he had spoken with [REDACTED] asking them to assist in recording this liability and on their guidance to ensure this was done without prejudicing other creditors.

He also advised that all staff of [REDACTED] would be advised of their potential redundancy on 28th October and that this would be confirmed on 31st.

The directors raised a concern about stock held on consignment and managing its return to Makers. [REDACTED] advised that, in light of the potential lien that Access Storage would have on this stock thereby adding further to liabilities of the Company, rent would be paid in order to secure the stock's safety and to enable Makers to collect their stock during November.

SIGNED

[REDACTED]
Chairman

DATED 30th October 2022

(Original to be inserted in Minute Book. Signed copy on Master File).