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10.11.10

Bowcock Cuerden, South Cheeshire House
Manor Road, Nantwich CW5 5LX**COOL OASIS LIMITED**

Minutes of a meeting of the board of directors of Cool Oasis Limited ("the Company") held at **DTM LEGAL, ARCHWAY** on **29** October 2010 at **1.20 p.m.**
a m / p m **House - Chester.**

PRESENT:	NAME	POSITION
	Edward Pattinson John Leslie Pattinson Steven Roberts <i>Edward Pattinson</i>	Director Director / Secretary Director <i>Director</i>
IN ATTENDANCE		
APOLOGIES FOR ABSENCE RECEIVED FROM:	n/a	

THURSDAY



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- 11/11/2010

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COMPANIES HOUSE

1. CHAIR

John Leslie Pattinson was appointed Chair of the meeting and chaired the meeting throughout save as referred to at paragraph 7 below

2. NOTICE AND QUORUM

The Chair reported that due notice of the meeting had been given and that a quorum was present Accordingly, the Chair declared the meeting open

3. BUSINESS OF THE MEETING

The Chair reported that the purpose of the meeting was to consider and, if deemed fit, to resolve to register (pursuant to Article 24 of Table A and Article 10 (b) of the Company's Articles of Association) a proposed transfer ("the Sale") of the whole of the issued share capital in the Company ("the Sale")

Shares") presently held by the Directors to Water Cooler Solutions Limited ("the Buyer") to be made pursuant to an agreement ("**the Agreement**") proposed to be entered into between Debra Jane Pattinson, John Pattinson, Edward Pattinson, Matthew Pattinson and Steven Roberts (1) and the Buyer (2) setting out the terms of the Sale, and, if so resolved, to deal with matters consequent upon such transfer

4. DECLARATIONS OF INTEREST

4 1 Any director present who was interested in the Acquisition duly declared his interests in accordance with Companies Act 2006 s 177 Such interest was duly noted

4 2 It was noted that pursuant to Article 12 (a) of the Company's Articles of Association, a director who has declared his interest may vote and form part of the quorum in relation to any matter in which they are interested

5. DOCUMENTS PRODUCED TO THE MEETING

The following documents were produced to the meeting

5 1 the Agreement, and

5 2 four Stock Transfer Forms ("**the STFs**") providing for the transfer of the Sale Shares

6. CONSIDERATION OF DOCUMENTS

It was noted in connection with the Agreement that

6 1 the consideration payable by the Buyer pursuant to the Agreement is £15,000 (subject to adjustment as provided in the Agreement) to be satisfied as to £5,000 in cash on completion and the balance by £5,000 on 31 December 2010 and £5,000 on 31 March 2011, and

6 2 Simon Hammersley-Bowyer and Julie Hammersley-Bowyer were guaranteeing the Buyer's performance of its obligations under the Agreement

7. RESOLUTIONS

7 1 Having carefully considered the documents and matters referred to in paragraph 6, and the circumstances of the proposed transaction (and having

regard to the factors set out in Companies Act 2006 s 172) it was decided that the proposed resolution would promote the Company's success

7 2 The meeting therefore RESOLVED that pursuant to Article 24 of Table A and Article 14 of the Company's Articles of Association of the Company's Articles of Association the proposed transfer of the Sale Shares by the STFs pursuant to the Agreement would be registered in the Register of Shareholders of the Company (subject to them being properly stamped at the cost of the Buyer)

7 3 Appointments and Resignations -

IT WAS FURTHER RESOLVED THAT -

7 3 1 (in exercise of the powers conferred on the Directors by virtue of Article 7 (f)) Simon Hammersley-Bowyer and Julie Hammersley-Bowyer be appointed directors of the Company with effect from the end of the meeting,

7 3 2 (there being produced to the meeting the written notices of resignation with effect from the end of the meeting of Edward Pattinson John Leslie Pattinson Matthew Pattinson and Steven Roberts) such resignations be accepted by the Company with effect from the end of the meeting,

7 3 3 Julie Hammersley-Bowyer be appointed Company Secretary with effect from the end of the meeting and that Simon Hammersley-Bowyer be authorised on behalf of the Company to sign any appropriate agreement with her for her engagement as secretary,

8. FILING

The Chair instructed the new Company Secretary to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed

9 CLOSE

There was no further business and the Chair declared the meeting closed



Chair

Dated 29th October 2010