

## George Eaton-Busfield

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**From:** Albie Turner <ast@pjmarksandco.com>  
**Sent:** 14 June 2016 13:33  
**To:** George Busfield  
**Subject:** RE: CONFIDENTIAL: FURTHER VALIDATING RESOLUTIONS - IN SUPPORT OF FRIDAY'S BOARD RESOLUTIONS

George call me urgently please?



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**From:** George Busfield [mailto:george@ginkgocv.com]  
**Sent:** 14 June 2016 11:59  
**To:** medwards@setfords.co.uk; 'James Stuart' <jamesstuart@lambchambers.co.uk>; Albie Turner <ast@pjmarksandco.com>  
**Cc:** 'Adam Connolly' <connolly.adam@gmail.com>; aubreyhayward@hotmail.com; 'Adam' <adam@ginkgocv.com>  
**Subject:** CONFIDENTIAL: FURTHER VALIDATING RESOLUTIONS - IN SUPPORT OF FRIDAY'S BOARD RESOLUTIONS

All,

**In alignment and support of the resolutions that were proposed and passed by the board of Directors on Friday, (i.e. To move offices, to terminate MS's role as MD, to appoint Aubrey Hayward as MD, to appoint Adam Connolly as Marketing Director, to remove MS as a director of the board (for gross breach of duty (fiduciary or otherwise)) and subsequently for the board of directors to unanimously accept Matthew Cheung's proposed settlement offer to repay the full £602,160 in order to settle his outstanding debt to the company for fraud) for the avoidance of doubt, the members (Shareholders), and the directors of the board have, and will shortly, also have completed and now filed the following resolutions - so as to ensure that the actions intended by these resolutions are further validated given the ridiculous attempts of Mr Schneider and Mr Silvester to 'not recognise the resolutions', 'not be making votes at the board but only passing opinion' and attempting to terminate board meetings as the chair simply because they don't like the**

items on the agenda or the votes being taken. This is not to mention of course physically threatening and having George and Adam Voce and legal counsel removed from the building and subsequently stating that they will be barred.

**THIS IS CATEGORICALLY NOT THE APPROPRIATE, CORRECT OR ETHICAL ACTIONS OF EITHER A LANDLORD, A CHAIRMAN, OR A DIRECTOR BY MR SCHNEIDER AND MR SILVESTER (ALBEIT MR SCHNEIDER IS NOT EVEN A DIRECTOR BUT YET ACTING AS A SELF APPOINTED CEO – A MATTER WHICH I AM ATTEMPTING TO ADDRESS WITH OUR LEGAL ADVISORS)**

**THESE ACTS HAVE FORCED MYSELF AND ADAM VOCE TO TAKE URGENT AND RISKY ACTION TO PROTECT THE BUSINESS AGAINST THIS KIND OF MALICIOUS ACT – THE BOARD CANNOT BE HELD TO RANSOM THAT IF IT DOES NOT AGREE WITH MR SCHNEIDER THEN THEY WILL BE PHYSICALLY REMOVED FROM THE BUILDING. THIS IS SIMPLY BULLYING, INTIMIDATING BEHAVIOUR AND IT IS NOT MORALLY RIGHT.**

**WE NEED TO TAKE ADDITIONAL AND URGENT ACTION (IN ADDITION TO THE COMPLETED AND PROPOSED RESOLUTIONS BELOW) TO STOP MR SCHNEIDER AND / OR MR SILVESTER FROM ACTING IN ANY EXECUTIVE CAPACITY FOR THE BUSINESS. HENCE WE AS A COMPANY ARE HEREBY SEEKING SUCH ADVICE AND DIRECTION FROM MICHAEL EDWARDS AND JAMES STUART WHO HAVE PROVIDED EXCELLENT INDEPENDENT AND INTELLIGENT SUPPORT IN THE PAST. I WILL REVERT AS TO THE ADVICE THEY PROVIDE.**

**Supporting resolutions and actions that have now also been passed and actioned include:**

**On 10<sup>th</sup> June 2016:**

- 1. Over 75% of the members voted to pass the following two special resolutions (Relevant Paperwork was Submitted to myself as a director / representative of the company on Friday - whereby upon receipt I agreed to pass such to our lawyer Julian Turnbull of Shakespeare Martineau LLP One America Square, Crosswall, London, EC3N 2SG.**
  - a. That terms of an agreement between the Company and S Singh for the purchase by the Company of 338 ordinary shares of £1 each in the capital of the Company as set out in the draft contract attached be approved and the Company be authorised to enter into the Contract.
  - b. The requirement for the Company to make available for inspection at the registered office of the Company a copy of the Contract for the purchase by the Company of 338 ordinary shares held by Sonia Singh be waived in accordance with the *Duomatic* principle.
- 2. The relevant paperwork has also been passed to the company secretary for filing at companies house - to ensure the intention of the settlement agreement between the company and the Singh's is honoured and implemented asap.**
- 3. Following the vote to remove Mr Silvester as a director of the company, at the Board Meeting on the 10<sup>th</sup> June 2016, due to a breach of his duties (fiduciary or otherwise), the remaining directors (Mr Busfield and Mr Voce) subsequently completed written resolutions the same evening to UNANIMOUSLY RESOLVE THE FOLLOWING:**
  - a. That the company should serve notice on all but one desk at 110 Bishopsgate and seek to terminate that final desk and any related services within 6 months also.
  - b. That the company should terminate Matthew Silvester's role as MD of the company due to poor performance (as evidenced by feedback) and a breach in his duties (fiduciary or otherwise) by such actions as not exercising independent judgement (office costs, MS Settlement, SNE influence) and not supporting efficient and effective debates and decision making in role as chairman to the detriment of the company.
  - c. That the company's decision to remove Mr Silvester as a director of the company at the last board meeting was just and fair and substantiated and highlighted by his overt obedience to Mr Schneider's direction and by his breach of his fiduciary duties in a number of ways including his overt and farcical attempts to close a board meeting mid discussion so as to avoid addressing critical business matters that he personally, or MR Schneider personally, did not wish to address – evidently breaching a multitude of duties in his role as a director and chairman.
  - d. That the company should appoint Aubrey Hayward as the new Managing Director.
  - e. That the company should appoint Adam Connolly as the new Marketing or Business Development Director.
  - f. That the company should again confirm the validity of the appointment of GCV Consultancy limited as a preferred supplier of consultancy services.

- g. That the company should accept Mr Cheung's offer to repay the full amount of the proceeds from the frauds in which he was involved – to secure an excellent monetary recovery and to expedite resolution so that the company can focus on its growth and not its past.
- h. That the company is to require the appointment of ANY director to be approved by the board so as to ensure that the individual is reasonable and suitable for the role, albeit with approval not to be unreasonably withheld.

**On 13<sup>th</sup> June 2016:**

1. **The members of the company, by way of ordinary resolution then passed the same resolutions as above but by way of ordinary resolution of the members to ensure the wishes of the majority of the board and the majority of the shareholders and the majority of the management and team (staff) are complied with.**
  - a. That the company should serve notice on all but one desk at 110 Bishopsgate and seek to terminate that final desk and any related services within 6 months also.
  - b. That the company should terminate Matthew Silvester's role as MD of the company due to poor performance (as evidenced by feedback) and a breach in his duties (fiduciary or otherwise) by such actions as not exercising independent judgement (office costs, MS Settlement, SNE influence) and not supporting efficient and effective debates and decision making in role as chairman to the detriment of the company.
  - c. That the company's decision to remove Mr Silvester as a director of the company at the last board meeting was just and fair and substantiated and highlighted by his overt obedience to Mr Schneider's direction and by his breach of his fiduciary duties in a number of ways including his overt and farcical attempts to close a board meeting mid discussion so as to avoid addressing critical business matters that he personally, or MR Schneider personally, did not wish to address – evidently breaching a multitude of duties in his role as a director and chairman.
  - d. That the company should appoint Aubrey Hayward as the new Managing Director.
  - e. That the company should appoint Adam Connolly as the new Marketing or Business Development Director.
  - f. That the company confirms the validity of the appointment of GCV Consultancy limited as a preferred supplier of consultancy services.
  - g. That the company should accept Mr Cheung's offer to repay the full amount of the proceeds from the frauds in which he was involved – to secure an excellent monetary recovery and to expedite resolution so that the company can focus on its growth and not its past.
  - h. That the company is to require the appointment of ANY director to be approved as a reasonable and appropriate person, by board majority - so as to ensure that the individual is reasonable and suitable for the role, albeit with approval not to be unreasonably withheld.
  - i. That the company is to change its registered office to

**THE PROPOSED RESOLUTIONS HAVE BEEN CIRCULATED TO ALL MEMBERS PREVIOUSLY.**

**THE ABOVE RESOLUTIONS HAVE BEEN VOTED FOR AND PASSED BY THE BOARD AND BY THE MEMBERS FOLLOWING RECEIPT OF UNANIMOUS AND MAJORITY VOTES, AS WAS REQUIRED.**

**THE RELEVANT RESOLUTIONS ARE ATTACHED TO THIS EMAIL.**

Kind Regards  
George

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**From:** George Busfield [<mailto:george@ginkgocv.com>]  
**Sent:** 12 June 2016 00:43  
**To:** 'Adam Connolly' <[connolly.adam@gmail.com](mailto:connolly.adam@gmail.com)>; [aubreyhayward@hotmail.com](mailto:aubreyhayward@hotmail.com); 'Adam' <[adam@ginkgocv.com](mailto:adam@ginkgocv.com)>  
**Cc:** [george@ginkgocv.com](mailto:george@ginkgocv.com); [medwards@setfords.co.uk](mailto:medwards@setfords.co.uk)  
**Subject:** CONFIDENTIAL - FRIDAY BM RESOLUTIONS PASSED AND BOARD MEETING RECORDING

All,

The resolutions proposed and passed at the board meeting on Friday, were also subsequently discussed, ratified and again proposed, supported confirmed, passed and signed (in paper format hard copy), by Adam Voce and Myself, on Friday evening - so as

to ensure their “belt and braces” completion - given Mr Schneider’s and Mr Silvester’s ridiculous and farcical attempts to prevent formal resolutions being passed.

Mr Schneider and Mr Silvester’s prevention attempts by underhand means included such as ‘they don’t recognise the proposal of the resolution’ or ‘they are calling the meeting to a close’, or the ‘demanding we leave the building’ (where I note we are a legal tenant and where I note I have highlighted my concerns of exactly this type of threatening behaviour historically (to bar access to persons that are in disagreement with Mr Schneider))

In any case, in summary, this means that on Friday at the board and again Friday evening the board resolved the following (In order of completion of resolutions):

(At the prior Board the board approved for AV to finalise GB and MS contracts but only the first was completed prior Fridays Board)

1. The board resolved to serve notice on the STA offices at 110 Bishopsgate down to all but one desk - by majority vote.
2. The board terminated Matthew Silvester’s as MD of the Company – by majority vote (*as required per the Amendment to the SHA for HR Decisions*).
3. The board approved the appointment of Aubrey Hayward as Managing director – by majority vote (*as required per the Amendment to the SHA for HR Decisions*).
4. The board approved the appointment of Adam Connolly as Marketing Director – by majority vote (*as required per the Amendment to the SHA for HR Decisions*).
5. The board resolved to remove Matthew Silvester as a Director of the company, for Breach of his fiduciary duties (in not acting independently but in allegiance / complicity with one Shareholder (Mr Schneider – who in his own right was acting as a defacto director and therefore similarly arguably breaching his duties) AND moreover for trying to actively prevent the company from considering important proposals for resolution at a board meeting. (offices, Managing Director, Material Embezzlement Settlement etc.)
6. The board then voted to accept Matthew Cheungs offer – unanimously as only two directors at that time.

**Next Steps:**

- Formal Signed Resolutions will be shared in due course.
- The company shall look to prevent Mr Schneider from becoming a director for a range of reasons – such as above fiduciary breaches and related damage his appointment would cause company – more to follow on this.
- I envisage MC should sell his shares ASAP to remove these current issues and remove his position of being “at Damage to the company”
- Formal Notice shall be sent to STA - given the threats made on Friday the company felt no option but to follow through on its back up / provisional arrangements to move offices immediately.

**RECORDING OF BOARD MEETING SENT VIA “MAIL BIG FILE” AS LARGE FILE. [mbf.me/DqPw48](mailto:mbf.me/DqPw48)**

**PLEASE CALL IF ANYTHING WISH TO DISCUSS – PLEASE DO NOT REPLY TO THIS MAIL.**

Regards, G