

5. DOCUMENTS PRODUCED TO THE BOARD OF DIRECTORS [BY THE SOLE DIRECTOR]

The following documents were produced:

- (a) Draft contract between << name of Vendor(s) >> in respect of the sale to a company of << number >> ordinary shares of << nominal value >> of the capital of the Company for the sum of £<< amount >>
- (b) Draft [written] ordinary resolution of the Company
([Written] Ordinary Resolution)

“That the Company, pursuant to section 690 of the Companies Act 2006, has resolved pursuant to section 690 of the Companies Act 2006 to make an off-market purchase of << number >> shares in accordance with a proposed contract to purchase in the full name of << name of Vendor(s) >> initialled by the signatories for the purpose of identification (1) the Company and (2) << name of Vendor(s) >> to and the purchase by the Company of << number >> shares of << nominal value >> each in the sum of << amount >>, which contract is hereby approved and the Director is authorised to enter into and to fulfil all obligations of the Company

- (c) Draft [written] special resolution of the Company
([Written] Special Resolution)

“That, on the basis of the report and auditor’s report annexed hereto, the consideration of the Company’s shares pursuant to the terms of the ordinary resolution above be and is hereby authorised pursuant to section 716 of the Companies Act 2006 to consist of a

6. RESOLUTIONS

After consideration of the matters referred to in paragraph (1) of the Companies Act 2006, IT WAS RESOLVED:

- (a) to approve the documents set out in paragraph 5 above.
- (b) to recommend the purchase of << number >> off-market purchase out of capital in the amount and at the price set out in the draft Contract to Purchase produced to the meeting;
- (c) that the Directors will, within << number >> to the affairs and prospects of the Company and, having considered the affairs of the Company that were not more than 3 months before the meeting, make a possible capital payment and prepare and sign the contract to purchase required under section 714 of the Companies Act 2006, in one week before the meeting at which the Ordinary Resolution are to be passed [OR on the day of the meeting] and the Ordinary Resolution and Written Resolution are to be passed by a simple majority of the eligible member of the Company];

- (d) to instruct the auditor to state in his report whether he has inquired into the Company's state of affairs as specified in the statement as the permissible capital in question is in his view properly determined in accordance with section 712 of the Companies Act 2006 and that he is satisfied that the opinion expressed by the director is correct as to any of the matters mentioned therein in the circumstances;

- (e) to instruct the [the C
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7. ADJOURNMENT

- (a) [The meeting was reconvened so that **EITHER** a general meeting of the company passed an Ordinary Resolution and Special Resolution or a Special Resolution could be sent to the members of the Company and passed].
- (b) [The meeting was reconvened after the events in the Contract to Purchase and the Vendor(s) (as defined in the Contract to Purchase) had reported that **EITHER** the Ordinary Resolution and Special Resolution had been passed in general meeting or the Written Ordinary Resolution had been passed].

8. FILING AND OTHER REQUIRE

The [chairman]OR[sole director] in [REDACTED] Secretary]OR<< Name >> to:

- (a) arrange for the [Written notice] to be filed at Companies House within 15 days together with the auditor's report;
- (b) to arrange for the public notice to be published in the prescribed form in the Gazette and either to publish a notice in the Gazette or give notice in writing to each of the Company's creditors;
- (c) complete and submit a Form SH03 to HM Revenue & Customs Stamp Office to pay the stamp duty;
- (d) once HMRC has issued a certificate of payment of stamp duty, send this letter together with Form SH03 to the Registrar of Companies within 28 days of the date of purchase of own shares.

(e) arrange for a copy of the [Written]Special Resolution to be kept available for inspection at the Company's registered office and at its principal place of business, from the date of the purchase of its own shares;

(f) arrange for copies of the [Written]Special Resolution and auditor's report to be available for inspection for 5 weeks commencing on the passing of the [Written]Special Resolution; and

(g) complete and file Form SH10 (Statement of Share Capital) at Companies House within 28 days of the date of the meeting.

[9. CLOSE

There was no further business and the meeting was closed.]

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[Chairman]OR[Director]

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