

<<C...>> TED  
(Company nu... ration No.>>)

[Minutes of a meeting of the board... of  
<<Company Name>> Limited (Com... n>> on <<Date>> at <<Time>>.

PRESENT:	NAME	POSITION
	<<Name>>	Director
	[Director]	[Director]
	[Director]	[Director][Secretary]
[IN ATTENDANCE:]		
[APOLOGIES FOR ABSENCE RECEIVED FROM:]		

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[1. CHAIRMAN]

[It was resolved that <<Name>> was... man of the Company and  
<<Name>> took the chair of the m...

[2. NOTICE AND QUORUM]

[The chairman reported that suffic... had been duly given and that a  
quorum was present. The chairma... ng was open.]

[3. DECLARATIONS OF INTERES

[Each director present at the meeti... ]OR[confirmed that they did not  
have any] direct or indirect interes... ements that were to be considered  
at the meeting which they were rec... ion 177 of the Companies Act  
2006 and the Company's articles of...

4. BUSINESS[OF THE MEETING]... ECTOR]

The [chairman]OR[sole director] n... of own shares is permissible  
pursuant to section 690 of the Cor... ed that the purchase is financed  
out of EITHER[the distributable pr... [the proceeds of a fresh issue of  
shares made for the purpose of fin... [with cash (if authorised to do so  
by the Company's articles and sub... mits)]and the contract to purchase

<sup>1</sup>Paragraphs 1 to 3 and 10 are not rec... as one director because there will not  
be a meeting.

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5. DOCUMENTS PRODUCED TO

THE SOLE DIRECTOR]

The following documents were produced

- (a) Draft contract between the Company and the purchase by the Company of the Company for the distributable profits of the Company for the purpose of financing the purchase of shares, the amount being limited by the provisions of the Companies Act 2006

<<>> in respect of the sale to and the purchase of <<>> shares of <<>> each in the capital of the Company to be paid out of **EITHER** [the distributable profits of the Company] OR [cash issue of shares made for the purpose of financing the purchase of shares as permitted by the Company's articles, the amount being limited by the provisions set out in section 692(1ZA) of the Companies Act 2006].

- (b) Draft [written] ordinary resolution of the Company (Written Resolution) which states

of the Company ([Written Resolution])

That the Company be authorised pursuant to section 690 of the Companies Act 2006 and the provisions of the Articles of Association to purchase its own shares in accordance with the terms of the Contract to Purchase attached to the resolution of the Company for the purpose of identification to be made in respect of the sale to and the purchase of <<>> ordinary shares of <<>> each in the capital of the Company to be paid out of **EITHER** [the distributable profits of the Company] OR [cash (as permitted by the Company's articles, the amount being limited by the provisions set out in section 692(1ZA) of the Companies Act 2006)] in the amount and at the price set out in the draft Contract to Purchase and that any one director for the time being authorised by the contract on behalf of the Company to execute the same and all obligations of the Company thereunder.

pursuant to section 690 of the Companies Act 2006 and the provisions of Association to purchase its own shares in accordance with the terms of the Contract to Purchase attached to the resolution of the Company for the purpose of identification to be made in respect of the sale to and the purchase of <<>> ordinary shares of <<>> each in the capital of the Company to be paid out of **EITHER** [the distributable profits of the Company] OR [cash (as permitted by the Company's articles, the amount being limited by the provisions set out in section 692(1ZA) of the Companies Act 2006)] in the amount and at the price set out in the draft Contract to Purchase and that any one director for the time being authorised by the contract on behalf of the Company to execute the same and all obligations of the Company thereunder.

6. RESOLUTIONS

After consideration of the matters mentioned above, IT WAS RESOLVED:

(1) of the Companies Act 2006, IT

- (a) to recommend the purchase of <<>> ordinary shares of <<>> each in the capital of the Company to be paid out of **EITHER** [distributable profits of the Company] OR [cash (as permitted by the Company's articles, the amount being limited by the provisions set out in section 692(1ZA) of the Companies Act 2006)] in the amount and at the price set out in the draft Contract to Purchase

off-market purchase out of the distributable profits of a new issue of shares made for the purpose of financing the purchase of shares as permitted by the Company's articles, the amount being limited by the provisions set out in section 692(1ZA) of the Companies Act 2006)] in the amount and at the price set out in the draft Contract to Purchase

- (b) to instruct the [the Company] to convene a general meeting by which the purchase of <<>> ordinary shares of <<>> each in the capital of the Company to be paid out of **EITHER** [distributable profits of the Company] OR [cash (as permitted by the Company's articles, the amount being limited by the provisions set out in section 692(1ZA) of the Companies Act 2006)] in the amount and at the price set out in the draft Contract to Purchase and that any one director for the time being authorised by the contract on behalf of the Company to execute the same and all obligations of the Company thereunder.

<Name>> to **EITHER** [convene a general meeting by which the purchase of <<>> ordinary shares of <<>> each in the capital of the Company to be paid out of **EITHER** [distributable profits of the Company] OR [cash (as permitted by the Company's articles, the amount being limited by the provisions set out in section 692(1ZA) of the Companies Act 2006)] in the amount and at the price set out in the draft Contract to Purchase] for the purpose of consideration of the purchase of <<>> ordinary shares of <<>> each in the capital of the Company to be paid out of **EITHER** [distributable profits of the Company] OR [cash (as permitted by the Company's articles, the amount being limited by the provisions set out in section 692(1ZA) of the Companies Act 2006)] in the amount and at the price set out in the draft Contract to Purchase and that any one director for the time being authorised by the contract on behalf of the Company to execute the same and all obligations of the Company thereunder.

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[10. CLOSE

There was no further business and

declared that the meeting was closed.]

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[Chairman]OR[Director]

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