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, new issue or cash

5. DOCUMENTS PRODUCED TO

The following documents were pro

- (a) Draft contractbetween the purchase by the Co of the Company for the profits of the Company purpose of financing th articles, the amount be the Companies Act 200
- (b) Draft [written]ordinary r Resolution) which state

That the Company be a Companies Act 2006 a own shares in accordar attached to the resoluti identification to be mad sale to and the purchas in the capital of the Cor distributable profits of the made for the purpose of Company's articles, the 692(1ZA) of the Compa that any one director fo contract on behalf of th thereunder.

6. RESOLUTIONS

After consideration of the matters WAS RESOLVED:

- to recommend the period
 EITHER[distributab
 for the purpose of fi
 Company's articles,
 section 692(1ZA) or
 set out in the draft (
- (b) to instruct the [the 0 general meeting by is made available for which the resolution Written Resolutiont Company's auditors purpose of consider the form then also p the chairman and a



E SOLE DIRECTOR]

<>> in respect of the sale to and shares of <<>> each in the capital out of **EITHER**[the distributable esh issue of shares made for the permitted by the Company's hits set out in section 692(1ZA) of e).

s of the Company ([Written]

pursuant to section 690 of the s of Association to purchase its ract to purchase in the form gnatories for the purpose of any and (2) <<>> in respect of the >> ordinary shares of <<>> each c>> to be paid out of **EITHER**[the ceeds of a fresh issue of shares **OR**[cash (as permitted by the financial limits set out in section ontract is hereby approved and / authorised to enter into the II obligations of the Company

(1) of the Companies Act 2006, IT

off-market purchase out of ts of a new issue of sharesmade **R**[cash (as permitted by the the financial limits set out in 6)]in the amount and at the price duced to the meeting; and

<Name>>to EITHER[convene a copy of the Contract to Purchase 5 days before the meeting at he meeting itself]OR[circulate the of the Company and the he Contract to Purchase]for the ssing the ordinary resolution in pose of identification initialled by

7. ADJOURNMENT

- (a) [The meeting was] **OR** meeting of the Compar Resolution could be se
- (b) [The meeting was reconstructed after the events is been passed in genera The Contract to Purchation and the Vendor(s) (as of the constructed of the second of the s

[8. ISSUE OF SHARES

There was produced to the Meetin premium of £<amount-serif per sha

Applicant <<Name>> [<<Name>> [<<Name>>

It was reported that the subscription such applications be accepted; that that such shares be allotted and is necessary share certificates be exmonies be used to finance the pur Resolution.]²

9. FILING

The [chairman]OR[sole director]in

- (a) complete and submit a Customs Stamp Office
- (b) once HMRC has issued together with Form SH0 own shares;
- (c) arrange for a copy of th at the Company's regis shares[; and
- (d) complete and file Form House within 28 days of

rned so tha Resolution er of the O an reporte hat **EITHE** Resolution ehalf of the Purchase the Comp ived. IT W







ned so that **EITHER[**a general Resolution passed**]OR[**the Written er of the Company and passed].

an reported]**OR**[The sole director hat **EITHER**[the Resolution had Resolution had been passed]. ehalf of the Company by a director Purchase).

r the issue**EITHER[**atpar**]OR[**at a the Company as follows:

ived. IT WAS RESOLVED that ered in the register of members; such applications; that the dingly; and that the subscription horised by the [Written]

ecretary]OR<<Name>> to:

rm SH03 to HM Revenue & stamp duty;

nent of stamp duty, send this letter within 28 days of the purchase of

be kept available for inspection from the date of purchase of own

ation of Shares) at Companies ares]³.

ed by the proceeds of a new issue of

ceeds of a new issue of shares made for urchased using distributable profits the

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²Only required if purchase of shares in an shares made for the purpose of financing ³ Cancellation is required if the purchase of the purpose of financing the purchase, or Company may hold them in treasury.

[10. CLOSE

There was no further business and closed.]

[Chairman]OR[Director]



declared that the meeting was