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tration No.>>)

[Minutes of a meeting of the board of directors of the sole director] of  
<<Company Name>> Limited (Company No. <<Registration No.>>) on <<Date>> at <<Time>>.

PRESENT:		POSITION
		Director
		[Director]
		[Director] [Secretary]
[IN ATTENDANCE:]		
[APOLOGIES FOR ABSENCE RECEIVED FROM:]		

#### [1. CHAIRMAN]

[It was resolved that <<Name>> was appointed Chairman of the Company and  
<<Name>> took the chair of the meeting.]

#### [2. NOTICE AND QUORUM]

[The chairman reported that sufficient notice had been duly given and that a  
quorum was present. The chairman then declared the meeting was open.]

#### [3. DECLARATIONS OF INTERESTS]

[Each director present at the meeting declared that they did not have any] OR [confirmed that they did not have any] direct or indirect interests in the Company or in any of the matters to be considered at the meeting which they were required to declare under section 177 of the Companies Act 2006 and the Company's articles of association.]

#### 4. BUSINESS [OF THE MEETING] [RECTOR]

The [chairman] OR [sole director] reported that the business of the meeting was to [exercise the Company's option to redeem certain shares] OR [approve the exercise of the holder's option to redeem certain shares] out of EITHER [the distributable profits of the Company] OR [the proceeds of the sale of assets] of shares made for the purpose of financing the purchase].

<sup>1</sup> Paragraphs 1 to 3 and 10 are not relevant if the Company has one director because there will not be a meeting.

5. DOCUMENTS PRODUCED TO THE SOLE DIRECTOR]

Notices exercising the option to redeem the following holders of redeemable shares were produced to the meeting:

Name of Holder	Value £
<< >>	<< >>
<< >>	<< >>
<< >>	<< >>
<< >>	<< >>

6. RESOLUTIONS

After consideration of the matters referred to in paragraph 5, (1) of the Companies Act 2006, IT WAS RESOLVED:

- (a) to [exercise the Company's option to redeem the redeemable shares referred to in paragraph 5] out of **EITHER** the redeemable shares referred to in paragraph 5 out of **EITHER** the distributable profits of the Company or a new issue of shares made for the purpose of financing the redemption of the shares, in the amount and at the price set out in paragraph 5 [; and
- (b) to instruct the [the Company] to submit notices to the holders of the redeemable shares referred to in paragraph 5 to exercise their option to redeem the shares together with the consideration due to each holder.]

[8. ISSUE OF SHARES

There was produced to the Meeting [at a premium of £<<amount>> per share] for the issue **EITHER** [at par] **OR** at a discount of £<<amount>> per share in the Company as follows:-

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

It was reported that the subscription applications had been received. IT WAS RESOLVED that such applications be accepted; that the shares be allotted and issued in accordance with such applications; that the necessary share certificates be exchanged for the subscription monies; and that the subscription monies be used to finance the redemption of the shares.

9. FILING

<sup>2</sup> Only required if the redemption of shares is to be financed by a new issue of shares made for the purpose of financing the redemption

The [chairman] **OR** [sole director] to complete and file Form SH02 at C  
shares.

Secretary] **OR** <<Name>> to  
one month of the redemption of

[10. CLOSE

There was no further business and  
closed. ]

declared that the meeting was

.....  
[Chairman] **OR** [Director]

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