

S

Company number >>> (Company Registration No.)>>

PRIVATE COMPANY LIMITED BY SHARES

A

<<COMPANY NAME>> (Company Name)

<<Circulation Date (Date Of Board Meeting)>>

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (**Resolution**).

ORDINARY RESOLUTION

M

That the Company be and is hereby authorised to purchase its own shares for the purposes of or pursuant to an employee share scheme on the following basis:

- (a) **EITHER** [Shares of any class to be purchased] **OR** [Only shares of the following class of shares to be purchased: <<Details>>].
- (b) The following conditions shall apply: **OR** [<<Details>>].
- (c) The maximum number of shares to be acquired is <<Number>>.
- (d) The maximum price that may be paid for any shares is £<<Amount>> and the minimum price that may be paid for any shares is <<Amount>>.¹
- (e) This resolution expires on <<Date>>.
- (f) [The Company may make purchases of its own shares before the date stated above that will be wholly or partly after that date.]
- (g) Any one director for the time being authorised to enter into a contract on behalf of the Company thereunder.

AGREEMENT

P

Please read the notes at the end of this document before signing your agreement to the Resolution.

L

¹ The maximum or minimum price for the purchase of shares shall be (a) specifying a particular sum or price (but without reference to any person's discretion or opinion).

² This date must not be later than five business days after the date on which the resolution is passed.

E

The undersigned, a person entitled to vote on << Circulation Date (Date Of Board Meeting) >>, hereby irrevocably authorizes the undersigned to execute and file with the Secretary of the Company the following resolution:

on << Circulation Date (Date Of Board Meeting) >>, hereby irrevocably authorizes the undersigned to execute and file with the Secretary of the Company the following resolution:

Signed by <<Name of member>>
Date

S
A
M
P
L
E

NOTES

1. If you agree to the Resolution, document where indicated above to << Address >> or by email to << Email Address >>, in each case marked for the attention of the Secretary.

You may not return the Resolution to the Secretary by any other method.

If you do not agree to the Resolution, you may not agree to anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by << Date 28 Days after the date of this Resolution >>, sufficient agreement has been received for the Resolution to pass, you must agree to the Resolution, please ensure that your agreement reaches the Secretary by the << Date >>.

S

A

M

P

L

E