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tration No.>>)

[Minutes of a meeting of the board of directors or resolutions of the sole director] of
<<Company Name>> Limited (Company No. <<Company 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 its subsidiaries that were to be considered under section 177 of the Companies Act 2006 and the Company's articles of association.]

4. BUSINESS [OF THE MEETING]

The chairman] OR [sole director] may purchase or sell the Company's own shares for the purposes of or pursuant to an employees' share scheme or otherwise authorised by ordinary resolution in accordance with section 693A of the Companies Act 2006.

5. DOCUMENTS PRODUCED TO THE MEETING [BY THE SOLE DIRECTOR]

¹ Paragraphs 1 to 3 and 8 are not required if the Company has one director because there will not be a meeting.

There was produced to the meeting the Company ([Written] Resolution

“That the Company be and is hereby authorised to purchase its own shares for the purposes of or pursuant to an emp

- (a) **EITHER** [Shares of any of the following class of
- (b) The following condition
- (c) The maximum number
- (d) The maximum price that and the minimum price that may
- (e) This resolution expires
- (f) [The Company may make purchases of own shares before the date stated above that will o
- (g) Any one director for the behalf of the Company

6. RESOLUTION

After consideration of the matters referred to in the Notice of Meeting, IT WAS RESOLVED to instruct the [Chairman] [convene a general meeting by notice to every member of the Company and the Company, if thought fit, passing the ordinary resolution for the identification initialled by the chairman

7. FILING

The [chairman] **OR** [sole director] to arrange for the [Written] Resolution

[8. CLOSE

There was no further business and the meeting closed.]

² The maximum or minimum price for the purchase of shares (b) providing a basis or formula for calculation at the person's discretion or opinion).

³ This date must not be later than five years after the resolution is passed.

⁴ This ordinary resolution is one of a list of resolutions that must be filed at the Companies' House.

any resolution of the members of

to section 693A of the Companies Act 2006 and the Company's Articles of Association for the purchase its own shares for the purposes of or pursuant to an emp on the following basis:

may be purchased] **OR** [Only shares of the following class may be purchased: <<Details>>].

OR [<<Details>>].

The maximum number of shares to be acquired is <<Number>>.

The maximum price that may be paid for shares is £<<Amount>> and the minimum price that may be paid is <<Amount>>.²

The Company may make purchases of own shares before the date stated above that will wholly or partly after that date.]

The Company is authorised to enter into a contract on behalf of the Company thereunder.”

(1) of the Companies Act 2006, IT WAS RESOLVED to instruct the [Chairman] **OR** <<Name>> to **EITHER** [convene a general meeting by notice to every member of the Company and the Company, if thought fit, passing the ordinary resolution for the identification initialled by the chairman] or [convene a general meeting by notice to every member of the Company and the Company, if thought fit, passing the ordinary resolution for the identification initialled by the chairman] for the purpose of considering and, if thought fit, passing the ordinary resolution for the identification initialled by the chairman

The [Secretary] **OR** <<Name>> to arrange for the [Written] Resolution to be filed at the Companies' House within 15 days.⁴

The [Chairman] declared that the meeting was closed.

(a) specifying a particular sum or price (but without reference to any other resolution of the members of the Company)

which the resolution is passed. The following are the resolutions that must be filed at the Companies' House:

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

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