

<<Company Name>> LIMITED
(Company number >>) (Registration No. >>)

[Minutes of a meeting of the board of directors of <<Company Name>> Limited (Company number >>) of the sole director] of <<Company Name>> on << Date >> at << Time >>.

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

[1. CHAIRMAN]

[It was resolved that << Name >> <<Company Name>> Limited be the 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] 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.] **OR** [confirmed that they did not have any such interests.]

4. BUSINESS [OF THE MEETING] [DIRECTOR]

The [chairman] **OR** [sole director] may purchase or sell his own shares for the purposes of the Company or pursuant to an employees' share scheme, provided that the purchase is approved by an ordinary resolution of the directors or there is an authority under section 693A of the Companies Act 2006.

¹Paragraphs 1 to 3 and paragraph 9 are not applicable if the Company only has one director because there will not be a meeting.

It was further noted that, pursuant to the Companies Act 2006, such purchase of own shares is permitted to be made by a Solvency Statement in accordance with section 693A of the Companies Act 2006 and approved by special resolution.

Companies Act 2006, such purchase is permitted that such payment is supported by a Solvency Statement in accordance with section 693A of the Companies Act 2006 and approved by special resolution.

5. DOCUMENTS PRODUCED TO THE MEETING

[NAME OF THE SOLE DIRECTOR]

The following documents were produced to the meeting:

- (a) Draft contract between the Company and the Vendor(s) in respect of the sale to and purchase by the Company of ordinary shares of << number >> of the Company for the sum of £<< amount >>

<< name of Vendor(s) >> in respect of the sale to and purchase by the Company of << number >> of the Company for the sum of £<< amount >>

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

of the Company

“That the Company be authorised pursuant to section 690 of the Companies Act 2006 to make an off-market purchase of shares to purchase in the first instance the purpose of identifying the name of Vendor(s) of the Company of << number >> of the capital of the Company and the purchase by the Company of << nominal value >> each in the sum of £<< amount >>, which contract is hereby approved and authorised to enter into and to fulfil all obligations of the Company and to fulfil all

used pursuant to section 690 of the Companies Act 2006 to make an off-market purchase of shares to purchase in the first instance the purpose of identifying the name of Vendor(s) of the Company of << number >> of the capital of the Company and the purchase by the Company of << nominal value >> each in the sum of £<< amount >>, which contract is hereby approved and authorised to enter into and to fulfil all obligations of the Company and to fulfil all

- (c) Draft [written] special resolution of the Company] ([Written] Special Resolution)

of the Company

“That, on the basis of the consideration for the purchase of the shares, the terms of a proposed contract initialled by the signatories for the purpose of identification (which contract is EITHER [has been approved by a resolution of the Company] OR [is made under section 693A of the Companies Act 2006] authorised in accordance with section 693A of the Companies Act 2006) a payment out of capital.”

ent annexed hereto, the terms of a proposed contract initialled by the signatories for the purpose of identification (which contract is EITHER [has been approved by a resolution of the Company] OR [is made under section 693A of the Companies Act 2006] authorised in accordance with section 693A of the Companies Act 2006) a payment out of capital.”

6. RESOLUTIONS

After consideration of the matters discussed at the meeting, IT WAS RESOLVED:

(1) of the Companies Act 2006, IT WAS RESOLVED:

- (a) to approve the documents produced to the meeting in accordance with paragraph 5 above.
- (b) to recommend the purchase of the employees' share scheme for the sum of £<< amount >> and at the price of £<< amount >> per share at the meeting;

graph 5 above.

the purposes of or pursuant to an off-market purchase out of capital in the first instance the purpose of identifying the name of Vendor(s) of the Company of << number >> of the capital of the Company and the purchase by the Company of << nominal value >> each in the sum of £<< amount >>, which contract is hereby approved and authorised to enter into and to fulfil all obligations of the Company and to fulfil all

- own shares;
- (d) arrange for a copy of the [redacted]
at the Company's registered office
own shares;
- (e) complete and file Form [redacted]
House within 28 days of the date of the purchase of

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

ation of Shares) at Companies
ares.

[9. CLOSE

There was no further business and
closed.]

declared that the meeting was

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[Chairman]OR[Director]

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