

Company number >>> Registration No.>>

PRIVATE COMPANY LIMITED BY SHARES

<<COMPANY NAME>> (the Company)

<<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 by the Company as a special resolution (**Resolution**).

ORDINARY RESOLUTION

That the Company be and is hereby authorised to exercise its powers under section 693A of the Companies Act 2006 and the Company's Articles of Association 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 to the purchase: **OR** [<<Details>>].
- (c) The maximum number of shares to be acquired is <<Number>>.
- (d) The maximum price that may be paid for a share is £<<Amount>> and the minimum price that may be paid for a share is <<Amount>>.¹
- (e) This resolution expires on <<Date>>.
- (f) [The Company may make purchases of own shares before the date stated above that will or will not 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

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

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 years after the date on which the resolution is passed.

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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 of the Corporation.

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

If you do not agree to the Resolution, 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 Notice >>, sufficient agreement has been received for the Resolution to pass, if you agree to the Resolution, please ensure that your agreement reaches the Secretary of the Corporation on or before the date.

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