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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 (the "Company") held at <<Location>> on <<Date>> at
<<Time>>.

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

[1. CHAIRMAN]

[It was resolved that <<Name>> <<Name>> 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 confirmed that 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] [OF THE COMPANY] [OF THE DIRECTOR]

The [chairman] OR [sole director] reported that the issue of the issue of share capital is permissible pursuant to section 622 of the Companies Act 2006 and that it is approved by an ordinary resolution and that there is nothing in the Company's articles of association to prohibit or restrict it. [The [chairman] confirmed that there was no such restriction.]

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

restriction or prohibition in the Companies Act 2006.]

The [chairman] **OR** [sole director] of the Company shall propose to the shareholders of the Company that the share capital of the Company be redenominated from the currency of <<the United Kingdom pound sterling>> to the lawful currency of <<the European Union>>.

The redenomination shall be effected by the [directors] [sole director] at a rate of exchange of <<insert relevant £:€ rate>> prevailing as at <<insert relevant date>>³. Such that on a date to be determined by the [directors] [sole director] not more than 28 days⁴ after the passing of this resolution, each existing [ordinary] share of <<insert relevant nominal amount>> each in the capital of the Company shall be redenominated as an [ordinary] share of <<€● insert relevant nominal amount>> in the capital of the Company.

[The [chairman] **OR** [sole director] of the Company shall propose to the shareholders of the Company that the share capital of the Company be redenominated from the currency of <<the United Kingdom pound sterling>> to the lawful currency of <<the European Union>>.]

<<insert relevant conditions if any>>

5. DOCUMENTS PRODUCED TO THE SHAREHOLDERS

The following document was produced to the shareholders of the Company:

A draft [written] ordinary resolution of the Company (“[Written Ordinary Resolution]”) which stated:

That the [share capital] of the Company be redenominated from <<the United Kingdom pound sterling>> to the lawful currency of <<the European Union>>.

Such redenomination to be effected by the [directors] [sole director] at a rate of exchange of <<insert relevant £:€ rate>> prevailing as at <<insert relevant date>>³. Such that on <<insert date>>, each existing [ordinary] share of <<insert relevant nominal amount>> each in the capital of the Company shall be redenominated as an [ordinary] share of <<€● insert relevant nominal amount>> in the capital of the Company.

<<insert any further relevant conditions if any>>

6. RESOLUTIONS

After consideration of the matters referred to in the notice of the meeting, the shareholders of the Company resolved that:

² A company may redenominate its share capital in accordance with section 622 of the Companies Act 2006.

³ Section 622(3) states that the rate must be determined by taking the average of rates of exchange of <<£:€>> spot rate of exchange of <<insert relevant date>>. Such that on <<insert date>>, each existing [ordinary] share of <<insert relevant nominal amount>> each in the capital of the Company shall be redenominated as an [ordinary] share of <<€● insert relevant nominal amount>> in the capital of the Company.

⁴ A resolution under section 622 lapses if it is not passed within a period of 28 days beginning on the date on which it is passed.

⁵ A resolution under s.622 may specify conditions for the redenomination to take effect (s622(4)).

WAS RESOLVED to **EITHER** [app
member of the Company in genera
send the latter to every eligible me

and propose it to every eligible
the draft Written Resolution and
and the Company's auditors].

7. ADJOURNMENT

- (a) [The meeting was] **OR**
meeting of the compan
Written Resolution coul
passed].
- (b) [The meeting was reco
director noted after the
Resolution had been pa
been passed].

urned so that **EITHER** [a general
Resolution passed] **OR** [the
e member of the Company and

an reported] **OR** [The sole
above] that **EITHER** [the
] **OR** [the Written Resolution had

8. FILINGS

The [chairman] **OR** [sole director]
arrange for the following:

Secretary] **OR** <<Name>> to

- (a) Copy [Written] Resolut
passing of the Resoluti
- (b) Notice of Redenominat
be filed at Companies H
redomination;
- (c) Making any amendmen
correct share denomina
- (d) Making any amendmen

ies House within 15 days of the

pital (Form SH14 (Section 625)) to
having effected the

ster of members to refer to the

vant share certificates.

[9. CLOSE

There was no further business and
closed.]

declared that the meeting was

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