

<<C...>> TED
(Company nu... ration No.>>)

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

PRESENT:	NAME	POSITION
	<<Name>>	Director
	[Director]	[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] direct or indirect interests in the Company [or] [confirmed that they did not
have any] OR [confirmed that they did not have any] interests that were 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]

The [chairman] OR [sole director] has resolved that the Company should proceed with a
successful share redenomination pursuant to section 622 of the Companies Act 2006
pursuant to section 626 of the Companies Act 2006 and the Company's articles of association
permissible for a company pursuant to section 622 of the Companies Act 2006 and the Company's
share capital for the purpose of adjusting the nominal values of the Company's share capital
into more suitable values provided that the Company has sufficient share capital to do so.

¹ Paragraphs 1 to 3 and paragraph 9 of the agenda do not apply if the Company only has one director because
there will not be a meeting.

S
A
M
P
L
E

S

that it is approved by special resolution and that the resolution effecting the share redenomination had taken place

within last 3 months>>.

The [chairman] OR [sole director] propose such a share capital reduction of the share capital of the Company be divided into <<number and type of shares e.g. ordinary>> of <<new currency amount>> each <<amount>> divided into <<number and type of shares e.g. ordinary>> of <<new currency amount>> each.

of the business of the meeting was to propose such a share capital reduction of the share capital of the Company be divided into <<number and type of shares e.g. ordinary>> of <<new currency amount>> each <<amount>> divided into <<number and type of shares e.g. ordinary>> of <<new currency amount>> each.

Such reduction to be effected by the transfer of <<amount>> transferred to the reserve in accordance with section 626 of the Companies Act 2006 and <<amount>> transferred to the reserve in accordance with section 628 of the Companies Act 2006.

section 626 of the Companies Act 2006 and <<amount>> transferred to the reserve in accordance with section 628 of the Companies Act 2006.

It was further noted that in accordance with section 627(6) of the Companies Act 2006, the value of the Company's allotted share capital immediately after the reduction must not be less than the value of the share capital immediately before the reduction. This must be confirmed in writing to Companies House.

of the Companies Act 2006, the value of the Company's allotted share capital immediately after the reduction must not be less than the value of the share capital immediately before the reduction. This must be confirmed in writing to Companies House.

5. DOCUMENTS PRODUCED TO

The following documents were produced:

- A draft [written] special resolution of the Company ("[Written Special Resolution]") which stated:

of the Company ("[Written Special Resolution]") which stated:

That the share capital of the Company following the reduction of the share capital of the Company be divided into <<number and type of shares e.g. ordinary>> of <<new currency amount>> each <<amount>> divided into <<number and type of shares e.g. ordinary>> of <<new currency amount>> each.

ced from <<share capital following the reduction of the share capital of the Company be divided into <<number and type of shares e.g. ordinary>> of <<new currency amount>> each <<amount>> divided into <<number and type of shares e.g. ordinary>> of <<new currency amount>> each.

Such reduction to be effected by the transfer of <<amount>> transferred to the reserve in accordance with section 626 of the Companies Act 2006 and <<amount>> transferred to the reserve in accordance with section 628 of the Companies Act 2006.

set out in section 626 of the Companies Act 2006 and <<amount>> transferred to the redenomination reserve in accordance with section 628 of the Companies Act 2006; and

- A draft statement by the Directors of the Company in accordance with section 627(6) of the Companies Act 2006.

with section 627(6) of the Companies Act 2006.

6. RESOLUTIONS

After consideration of the matters discussed above, IT WAS RESOLVED to EITHER [approve the draft Written Resolution(s)] and propose it to every eligible member of the Company in general meeting and send the latter to every eligible member of the Company and the Company's auditors].

(1) of the Companies Act 2006, IT WAS RESOLVED to EITHER [approve the draft Written Resolution(s)] and propose it to every eligible member of the Company in general meeting and send the latter to every eligible member of the Company and the Company's auditors].

7. ADJOURNMENT

- (a) [The meeting was] OR [the meeting of the company adjourned so that EITHER [a general meeting of the company adjourned so that EITHER [a general meeting of the company adjourned so that EITHER [a general meeting of the company adjourned so that EITHER [a general meeting of the company adjourned so that EITHER [the draft Written Resolution could be passed]].

turned so that EITHER [a general meeting of the company adjourned so that EITHER [the draft Written Resolution could be passed]].

A

M

P

L

E

(b) [The meeting was recorded by the chairman OR the sole director noted after the meeting OR the Chairman or the sole director noted after the meeting] Resolution had been passed OR [The meeting was recorded by the chairman OR the sole director noted after the meeting] Resolution had been passed].

an reported] OR [The sole director noted after the meeting above] that EITHER [the meeting was recorded by the chairman OR the sole director noted after the meeting] OR [the Written Resolution had been passed].

8. FILING

The [chairman] OR [sole director] OR [Secretary] OR <<Name>> to arrange for the following:

Secretary] OR <<Name>> to

- (a) Copy [Written] Resolution passed on the passing of the Resolution
- (b) Notice of Reduction of Capital (Form SH15 (Section 641)) passed on the passing of the [Written] Resolution
- (c) Statement of Directors' Remuneration in accordance with section 409A of the Companies Act 2006 within 15 days of the passing of the [Written] Resolution
- (d) Transfer the amount by way of "share premium reserve" in accordance with section 680 of the Companies Act 2006

ies House within 15 days of the passing of the Resolution and Statement of Capital Reduction within 15 days of the passing of the [Written] Resolution in share capital is in accordance with section 641 of the Companies Act 2006 and is reduced to a "redenomination reserve" in accordance with the Companies Act 2006.

[9. CLOSE

There was no further business and the meeting was closed.]

declared that the meeting was closed.]

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

S

A

M

P

L

E