

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

Minutes of a meeting of the
“Company”) held at <<Location>

<<Company Name>> Limited (the
e>>).

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

1. CHAIRMAN

It was resolved that <<Name>> as chairman of the Company and
<<Name>> took the chair of the

2. NOTICE AND QUORUM

The chairman reported that suff
quorum was present. The chairm
ing had been duly given and that a
eting was open.

3. DECLARATIONS OF IN

Each director present at the me
have any] direct or indirect inter
at the meeting which they were
2006 and the Company’s articles
ery] OR [confirmed that they did not
gements that were to be considered
section 177 of the Companies Act

4. BUSINESS OF THE ME

The chairman reported that the
was to consider and approve:

- (i) convening a general m
connection with a propos
ordinary resolution to aut
aggregate nominal amo
- to obtain shareholder approval in
ares in the Company, namely (a) an
ot shares in the Company up to an
accordance with section 551 of the

Companies Act 2006; and
under section 561 Companies Act 2006.

(ii) the proposed allotment of

5. DOCUMENTS PRODUCED

There was produced to the Meeting

(i) the following application of £ [1 each] in the capital of the Company:

Name	Number of Shares	Subscription Monies (£)
<< >>	<	<< >>
<< >>	<	<< >>

(ii) a notice convening a general meeting of the Company at <<Date>> at <<Time>> [to be held at <<Location>>]

Ordinary Resolution

[insert text]¹

Special Resolution

[insert text]²

6. GENERAL MEETING AND AGENDA

After consideration of the matter

IT WAS RESOLVED AS FOLLOWS:

- I. to approve the general meeting [on short notice] to be held at <<Location>> on <<Date>> at <<Time>> to consider the proposed resolutions; and
- II. if thought fit, pass the proposed resolutions.

The meeting was then adjourned and the proposed resolutions could be put to the vote.

7. ALLOTMENT AND ISSUE OF SHARES

The meeting then reconvened and the proposed resolutions had been unanimously approved.

¹ See [CO.IS.02](#) for wording.

² See [CO.CA.MR.20](#) for wording.

to disapply pre-emption rights

table of applications below.

of £ [1 each] in the capital of the

the Company at <<Location>> on <<Date>> at <<Time>> [to be held at <<Location>>] the following resolutions:

72(1) of the Companies Act 2006,

to convene a general meeting [on short notice] to be held at <<Location>> on <<Date>> at <<Time>> to consider the proposed resolutions; and

the meeting could be held, and the proposed resolutions could be put to the vote.

the Chairman reported that the proposed resolutions had been unanimously approved.

- I. the proposed allotment of shares for the benefit of the members of the Company pursuant to section 172(1) of the Companies Act 2006;
- II. the directors were duly authorised to allot shares and to allot shares of an aggregate nominal amount of [<<Amount>>];
- III. the directors were duly authorised under section 561 of the Companies Act 2006;
- IV. subject to the receipt by the Company of the sum appearing against the name of the applicant, the shares are allotted par [at a premium of £ []]
- V. share certificates are prepared and issued accordingly;
- VI. the register of members of the Company is updated accordingly.

the success of the Company for the purpose of the factors set out in section 172(1) of the Companies Act 2006;

the applications for the allotment of shares of an aggregate nominal amount of [<<Amount>>];

shares as if the pre-emption rights did not apply;

subscription monies, the shares are allotted to that applicant at par [at a premium of £ []]

as fully [partly] paid;

issued accordingly; and

[and all other books and registers of the Company are updated accordingly³].

8. FILING

The [chairman] instructed [the Company Secretary] to:

<<Name>> to:

- (i) file Form SH01 (Return of Allotment) with Companies House within one month and make all entries in the Company's register of members necessitated by the business of the Meeting; and
- (ii) file a print of the ordinary resolution passed above with Companies House
- (iii) [file the relevant persons' particulars with Companies House in relation to <<specify circumstances>>]

Companies House within one month and make all entries in the Company's register of members necessitated by the business of the Meeting; and

and special resolution as described above with Companies House

(SC) form(s) with Companies House [if triggered by allotment<>]⁴.

9. CLOSE

There was no further business to be transacted at the Meeting and the Meeting closed.

[The Chairman] declared that the meeting was closed.

.....
Chairman

³ This may include the company's PSC register.

⁴ Only relevant if the allotment of shares will result in a person having a holding of 25%+ or if the allotment causes a change of control of the shares requiring registration. See section 853 of the Companies Act 2006.

the company's PSC register, e.g if a new shareholder is added, causing a change to who owns and controls the shares requiring registration. See section 853 of the Companies Act 2006.