

<< NAME OF COMPANY LIMITED

NOTE ON REPLACING THE MODEL ARTICLES OF ASSOCIATION

The Company [is proposing to/has] resolved to replace the Company's articles of association with new articles of association as a written resolution to its members to replace the Company's articles of association.

This note explains the changes being made to the Company's articles of association.

<<Insert explanation of changes being made to the articles of association.

[This may be for example:

In light of the Hashmi v Lorimer-Walker case, the Company considers that the model articles for private companies with a sole director appointed. This case has highlighted the tension between Model Article 7 (Directors to take decisions collectively) and Model Article 11 (Quorum for directors' meetings) and whether a director of a company can pass board resolutions whilst being the only director of the company. The Company has decided that decisions may be open to challenge.]

As a matter of best practice and explanation, the Company has decided to adopt new articles of association to resolve the tension between Model Article 7 and Model Article 11 of the Model Articles, so that decisions made by the sole director of the Company are valid.]

Dated: <<INSERT DATE>>

Signed: <<INSERT NAME>>

For and on behalf of the Company