

**Shareholders' Special Resolution of Section 561 Pre-emption**

**SPECIAL RESOLUTION**

That the Directors be and they are authorised under Section 570 of the Companies Act 2006 to allot equity securities (including shares) under Section 560 of the said Act) for cash pursuant to the authority conferred by the Shareholders' Ordinary Resolution<sup>1</sup> as if sub-section (1) of Section 561 of the said Act did not apply to the company.

PROVIDED THAT this power shall be subject to the pre-emption of equity securities up to an aggregate nominal value of £<< to be determined by the company on the date five years after the passing of this resolution,

SAVE THAT the company may be bound by any offer or agreement which would or might require equity securities to be issued before the expiry and the board may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

<sup>1</sup> Shareholders' Ordinary Resolution – Authority [202]

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