

Minutes of a meeting of the **the above-named Company**

on

Present:

<< >>

<< >>

In Attendance:

<< >>

<< >>

Purchase of Own Shares

WITH a view to giving financial assistance, notwithstanding the general prohibitions in section 151 of the Companies Act 2006, the Company is authorised by the articles of association to purchase its own shares in accordance with the terms appearing from the draft declaration then submitted and approved by all the directors not more than one week before the passing of a resolution, it was NOTED that the auditors had advised that the amount by which the Company's assets exceeded the amount of its liabilities, as shown in the Company's accounting records immediately before the proposed financial assistance, would not be reduced by the Company giving financial assistance, or, to the extent that the net assets would thereby be reduced, that the net assets would thereby be increased by the amount of the financial assistance provided from those profits out of which the Company is lawfully permitted to make a distribution equal in value to the proposed financial assistance.

, notwithstanding the general prohibitions in section 151 of the Companies Act 2006, the Company is authorised by the articles of association to purchase its own shares in accordance with the terms appearing from the draft declaration then submitted and approved by all the directors not more than one week before the passing of a resolution, it was NOTED that the auditors had advised that the amount by which the Company's assets exceeded the amount of its liabilities, as shown in the Company's accounting records immediately before the proposed financial assistance, would not be reduced by the Company giving financial assistance, or, to the extent that the net assets would thereby be reduced, that the net assets would thereby be increased by the amount of the financial assistance provided from those profits out of which the Company is lawfully permitted to make a distribution equal in value to the proposed financial assistance.

- (a) to order the company secretary to give notice in the form then attached to the resolution of the proposed financial assistance to the chairman and approved by the directors
- (b) to request from the auditors to provide anything to indicate that the Company's ability to pay its debts immediately and in full was not unreasonable
- (c) that the proposed assistance should not be given before the expiry of four weeks from passing the said special resolution or more than eight weeks after making the said declaration except with the approval of all the members entitled to vote at general meetings of the Company
- (d) to order the company secretary to arrange publication and registration of the resolution as may be necessary.

ordinary general meeting by the directors for the purpose of identification initialled by the chairman and approved by the directors

upon enquiry they were aware of the Company's ability to pay its debts immediately and in full was not unreasonable

before the expiry of four weeks from passing the said special resolution or more than eight weeks after making the said declaration except with the approval of all the members entitled to vote at general meetings of the Company

arrange publication and registration of the resolution as may be necessary.

.....

Chairman