

<<C...>> **ATED**
(Company nu... ration No.>>)

Minutes of a meeting of the <<Company Name>> Limited (the
"Company") held at <<Location>> e>>.

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

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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... ting had been duly given and that a
quorum was present. The chair... eting was open.

3. DECLARATIONS OF INTEREST

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

4. BUSINESS OF THE MEETING

The chairman reported that the... was to consider and approve:

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

Companies Act 2006; and
under section 561 Companies Act 2006;
(ii) the proposed allotment of

to disapply pre-emption rights
table of applications below.

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 Meeting of the Company at <<Location>> on <<Date>> at <<Time>> []

the following resolutions:

Ordinary Resolution

[insert text]¹

Special Resolution

[insert text]²

6. GENERAL MEETING AND ADOPTION OF RESOLUTIONS

After consideration of the matter

72(1) of the Companies Act 2006,

IT WAS RESOLVED AS FOLLOWS:

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

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

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

meeting could be held, and the proposed resolutions were approved.

7. ALLOTMENT AND ISSUE OF SHARES

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

man reported that the proposed resolutions had been unanimously approved.

¹ See [CO.IS.02](#) for wording.

² See [CO.CA.MR.20](#) for wording.

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- I. the proposed allotment for the benefit of the members of the Company under section 561(1) of the Companies Act 2006;
- II. the directors were duly authorised to allot shares and to allot shares of the nominal value 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 in the register of members of the Company that required to be paid in respect of the shares to be allotted to that applicant;
- 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 to an aggregate nominal amount of [<<Amount>>];

shares as if the pre-emption rights set out in section 561 of the Companies Act 2006 do not apply;

subscription monies, the shares to be allotted to that applicant at the nominal value of [<<Amount>>] as fully [partly] paid;

issued accordingly; and

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

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8. FILING

The [chairman] instructed [the Company Secretary] 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 and special resolution as described above with Companies House;
- (iii) [file the relevant persons' particulars with Companies House in relation to <<specify circumstances>>].

<<Name>> to:

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 in relation to <<specify circumstances triggered by allotment>>]⁴.

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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

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³ This may include the company's PSC register.

⁴ Only relevant if the allotment of shares will require registration, e.g. if the allotment causes a person to have 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 to the register, causing a change to who owns and controls the shares requiring registration. See section 853 of the Companies Act 2006.

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