

Company number >> Registration No.>>

PRIVATE >> SHARES

<<COMPANY NAME>> ("Company")

<< Circulation Date (Date Of Board Meeting)>>

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed:

### SPECIAL RESOLUTION

That the share capital of the Company consisting of <<number and type of shares e.g. ordinary shares>> existing share capital>> divided into <<number and type of shares e.g. ordinary shares>> each [(which have been issued and are fully paid up)] to £<<amount>> divided into <<number and type of shares e.g. ordinary shares>> of £<<amount>> each.

Such reduction shall be effected by

#### EITHER

[[extinguishing] OR [reducing] the liability of the Company in respect of <<number and type of shares e.g. ordinary shares>> to the extent of £<<amount>> per share in respect of <<number and type of shares e.g. ordinary shares>> not paid up]

#### OR

[cancelling paid-up share capital on <<number and type of shares e.g. ordinary shares>> that is lost or <<number and type of shares e.g. ordinary shares>> per share]

#### OR

[repaying to the holders of <<number and type of shares e.g. ordinary shares>> paid-up share capital to the extent of £<<amount>> per share]

#### OR

[<<any other manner permitted by the Companies Act 2006>>].

### AGREEMENT

Please read the notes at the end of the Resolution. I/We agree to the Resolution by signing my/our name below, thereby certifying my/our agreement to the Resolution.

The undersigned, a person entitled to exercise the voting rights in respect of <<number and type of shares e.g. ordinary shares>> on << Circulation Date (Date Of Board Meeting) >>, hereby irrevocably and exclusively authorises the undersigned to sign the Resolution on behalf of the Company:

Signed by <<Name of member>>

Date

# SAMPLE

## NOTES

1. If you agree to the Resolution, please sign and date this document where indicated above and return it to << Mailing Address >> or by email to << Email Address >> marked for the attention of <<Name>>

You may not return the Resolution to us by any other method.

If you do not agree to the Resolution, please do not sign anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement, you may not revoke your agreement.

3. Unless, by << Date 28 Days After Completion of the Resolution to pass, it will lapse. If your agreement reaches us before or on the

ent by signing and dating this Resolution either by hand or by post to << Mailing Address >> or by email to << Email Address >> or by fax to << Fax Number >>, in each case

er method.

anything: you will not be deemed to agree if you fail to reply.

you may not revoke your agreement.

cient agreement has been received. If your agreement reaches us before or on the Resolution, please ensure that your

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