

<<C
(Company nu
TED
tration No.>>)

[Minutes of a meeting of the bo
<<Company Name>> Limited (C
<<Time>>.
solutions of the sole director] of
<<Location>> on <<Date>> at

| | | |
|---|--|------------------------|
| PRESENT: | | POSITION |
| | | Director |
| | | [Director] |
| | | [Director] [Secretary] |
| [IN ATTENDANCE:] | | |
| | | |
| | | |
| | | |
| [APOLOGIES FOR ABSENCE RECEIVED FROM:] | | |

[1. CHAIRMAN

It was resolved that <<Name>>
<<Name>> took the chair of the
chairman of the Company and

[2. NOTICE AND QUORUM

The chairman reported that suff
a quorum was present. The cha
ng had been duly given and that
meeting was open.]

[3. DECLARATIONS OF INTER

<<Name>> and <<Name>> de
business of the meeting in ac
Companies Act 2006 and of the
extent of their interests in the
rements of Section 177 of the
ssociation as follows:

<<Specify interests>>

It was noted that, notwithstandin
be counted towards a quorum a
the Articles of Association of the
ctors concerned were entitled to
s before the meeting pursuant to

¹ Paragraphs 1 to 3 and 7 are not
will not be a meeting.

only has one director because there

4. BUSINESS [OF THE MEETING] [THE DIRECTOR]

The chairman reported that negotiations had taken place for the acquisition by the Company ("the Acquisition") of the assets of <<Name of Seller>> Limited/PLC ("the Seller") for a sum of <<Amount>>. The purchase price would be payable as follows:
<<Specify payment terms>>

5. DOCUMENTS PRODUCED TO [THE SOLE DIRECTOR]

The following documents were produced:

- 5.1 an assets sale and purchase Agreement relating to the Acquisition ("the Agreement"); and
 - 5.2 a disclosure letter to the Company ("the Disclosure Letter")
- together with all other documents referred to in the Agreement (together the "Acquisition Documents").

6. RESOLUTIONS

After consideration of the matter, the Board, pursuant to section 172(1) of the Companies Act 2006, IT WAS RESOLVED THAT:

- 6.1 the Acquisition was in the best interests of the Company and likely to promote the success of the Company for the benefit of its members as a whole;
- 6.2 the terms and performance of the Acquisition be approved by the Company of, the Agreement be approved;
- 6.3 the Disclosure Letter be approved and that any director be and is authorised to execute and deliver the Disclosure Letter on behalf of the Company;
- 6.4 the terms and performance of the Acquisition be approved by the Company of each of the Acquisition Documents be and are hereby approved;
- 6.5 any director or the company secretary be and is authorised to execute and deliver such of the Acquisition Documents as he may think fit and to do all acts and things so as to carry into effect the Acquisition;
- 6.6 each Authorised Signatory be and is authorised to execute and deliver such of the Acquisition Documents as he may think fit and to do all acts and things so as to carry into effect the Acquisition;
- 6.7 each Authorised Signatory be and is authorised to agree such amendments, variations and modifications to any or all of the Acquisition Documents as he may think fit and to do all acts and things so as to carry into effect the Acquisition.

[7. CLOSE

There was no further business
was closed.]

man declared that the meeting

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[Chairman] OR [Director]

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