

<<Company Name>> LIMITED
(Company number <<Company Number>> and Registration No.>>)

Minutes of a meeting of the board of directors of <<Company Name>> Limited (the "Company") held at <<Location>> on <<Date>> <<Time>> <<Time Zone>>.

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

1. CHAIRMAN

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

2. NOTICE AND QUORUM

The chairman reported that sufficient notice had been duly given and that a quorum was present. The chairman reported that the meeting was open.

3. DECLARATIONS OF INTEREST

Each director present at the meeting declared that they did not have any] direct or indirect interests in the Company or in any of the matters to be considered at the meeting which they were required to declare under section 177 of the Companies Act 2006 and the Company's articles of association.

4. RE-CLASSIFICATION OF SHARES

For the purposes of section 636 of the Companies Act 2006,

- (a) <<number>> <<name of shareholder>> <<nominal amount>> Shares of <<nominal amount>> of the capital of the Company be and are hereby re-classified as <<classification>> <<["A"]>> Shares of <<nominal amount>> each; and
- (b) <<number>> <<name of shareholder>> <<nominal amount>> Shares of <<nominal amount>> of the capital of the Company be and are hereby re-classified as <<classification>> <<["B"]>> Shares of <<nominal amount>> each.

of <<nominal amount follow each.

5. CLASS RIGHTS ATTACHING

In accordance with section 630 of the Companies Act 2006, the proposed newly re-classified ["A"] and ["B"] Shares shall have the following rights attaching to them:

<<add relevant new rights that will attach to the new share>>,

such rights being set out in the new Articles of Association and proposed to be adopted by special resolution as set out below.

6. CLASS CONSENTS

In accordance with section 630 of the Companies Act 2006, it was further noted that the class rights of the newly re-classified Shares will require the written consent of the holders of at least three-quarters of the <<insert relevant class, e.g. "A">> of the capital of the Company and it was therefore proposed to obtain the necessary consents.

7. DOCUMENTS PRODUCED TO

The following documents were produced:

- [Draft new Articles of Association]
- Draft [written resolution[s]] and resolutions]:

1. Ordinary Resolution

That,

- <<number>> <<name of class>> Shares of <<nominal amount of share before re-classification>> in the capital of the Company be and are hereby re-classified as <<["A"]>> <<insert relevant class, e.g. "A">> Shares of <<nominal amount of share after re-classification>> each in the capital of the Company having the same rights as the Shares of <<nominal amount of share before re-classification>> subject to the restrictions set out in the Articles of Association and the Special Resolution set out below,
- <<number>> <<name of class>> Shares of <<nominal amount of share before re-classification>> in the capital of the Company be and are hereby re-classified as <<["B"]>> <<insert relevant class, e.g. "B">> Shares of <<nominal amount of share after re-classification>> each in the capital of the Company having the same rights as the Shares of <<nominal amount of share before re-classification>> subject to the restrictions set out in the Articles of Association and the Special Resolution set out below.

2. Special Resolution

That the new Articles of Association attached to this resolution be approved and adopted as the new Articles of Association in substitution for and to the entire exclusion of the existing Articles of Association with new "A" and "B" shares added as new classes of Shares and with the following rights

attaching to each new class

<<add any specific new rights to the new class of new share>>]; and

c) Draft written consents.

8. RESOLUTIONS AND CLASS C

It was resolved to instruct the [the
and] [special] resolutions to the el
[convene a general meeting on sh
passing the relevant resolutions]
initialled by the chairman and appr

It was also further resolved to ins
written class consent[s] to the rel
the proposed change in their share

9. ADJOURNMENT

The meeting was adjourned so tha

(a) [the [ordinary and] [specia
eligible members of the Co
held] and the relevant reso

(b) the consents relating to th
relevant members.

The meeting was reconvened wh
resolutions had been passed [as
relevant class consents had been

10. FILING

The chairman instructed [the Co
Companies House within the pres

- a) Copies of the relevant Res
- b) Copy of the [new] Articles
Company;
- c) Form SH08 (Notice of nam
- d) Form SH10 (Notice of part

11. REGISTER OF MEMBERS

The chairman then instructed [the
of members to reflect the new cla
and cancel old share certificates a

12. CLOSE

There was no further business a
closed.

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E

<<Name>> to [send the [ordinary
company as written resolutions] OR
e of considering and, if thought fit,
d for the purpose of identification

etary] OR <<Name>> to send the
Company seeking their consent to

sent as written resolutions to the
meeting of the company could be

class rights could be sent to the

ed that the [ordinary and] [special]
[in general meeting] and that the

<<Name>> to file the following at

company, signed by a Director of the

class of shares); and
ts attached to shares).

<<Name>> to update the register
s and issue new share certificates
e new share re-classification.

an declared that the meeting was

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Chairman

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