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tration No.>>)

[Minutes of a meeting of the board of directors of the sole director] of  
<<Company Name>> Limited (the "Company") at <<Location>> on <<Date>> at  
<<Time>>.

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

#### [1. CHAIRMAN

It was resolved that <<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 confirmed that the meeting was open.]

#### [3. DECLARATIONS OF INTEREST

Each director present at the meeting declared that they did not have any] OR [confirmed that they did not  
have any] direct or indirect interests 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. BUSINESS OF THE MEETING

[The Chairman/<< name of relevant person >> ("the Lender") [was proposing to/had] entered into a loan arrangement with << name of  
person receiving financial accommodation >> ("the Principal") and that << name of Lender >> ("the  
Principal") had entered into a loan arrangement with << name of subsidiary receiving financial  
accommodation >> ("the Loan").

<< Insert relevant details of the Loan >>

<sup>1</sup> Paragraphs 1 to 3 and 6 are not required if there is only one director because there will not be a meeting.

The Lender requires the Principal Company.

[The Chairman/<< name of relevant meeting was to approve the Company liabilities, obligations and undertakings]

DOCUMENTS [PRODUCED TO THE DIRECTOR]

A draft form of guarantee to be Principal's indebtedness to the Lender Guarantee >> ("the Guarantee") was

## 5. RESOLUTIONS

After consideration of the matters and after noting that the Company guarantees, IT WAS RESOLVED:

1. [that the corporate benefit corporate benefit to Company]
2. that the Company enter into and the Company Secretary on behalf of the Company to the presence of any two directors [by being executed by two directors] [by the sole director in the presented to the Meeting;
3. that the said authorised officers security for the Guarantee the Lender any property be the Lender any and all mortgage financing statements, and require and the said authorised execution thereof shall be
4. that the Lender is authorised revocation is delivered to the equal force and effect to the
5. that the Lender be supplied to sign on behalf of the Company

<sup>2</sup> Check the Company's articles for resolution the articles state the circumstances in

<sup>3</sup> It is usual to state the corporate benefit. This is fairly straightforward if it is a guarantee corporate benefit is less easy to ascertain may also be necessary to consider other

the Loan to be guaranteed by the

he reported that the business of the need of guarantee to support the

[CONSIDERED BY THE SOLE

y to the Lender in respect of the << limit of liability stated in the [considered]:

72(1) of the Companies Act 2006, Articles of Association<sup>2</sup> to enter into

ing into the Guarantee is << state ><sup>3</sup>

at any two directors or one director hereby authorised and directed on under the seal of the Company in and the company secretary]] OR and the company secretary]] OR substantially in the form of the draft

be and are hereby authorised, as mortgage or otherwise charge to and to execute and deliver to the pledge and security agreements, and documents as the Lender may of them may approve, and the such approval;

olution until written notice of its hereby granted shall apply with the officers herein named;

atures of those officers authorised resolutions.

the giving of guarantees or whether given.

g a guarantee in the board minutes. liary of the Company. Where being in breach of directors' duties, it al for the giving of the guarantee.

**[6. CLOSE**

There was no further business and the Chairman declared that the meeting was closed. ]

.....  
[Chairman] **OR** [Sole Director]

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