

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

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

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

#### [1. CHAIR]

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

#### [2. NOTICE AND QUORUM]

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

#### [3. DECLARATIONS OF INTEREST]

Each director present at the meeting 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 chair reported that the business to be considered, and if thought fit, approved, the proposed purchase of <<Insert name of seller(s)>>, as seller(s), of the entire << Name of company acquired >> (the Target) (the Acquisition).

<sup>1</sup> Paragraphs 1 to 3 and 8 are not required if the meeting is held because there will not be a meeting.

## 5. DOCUMENTS [PRODUCED TO THE MEETING]

There was [produced to the meeting] a Share Sale & Purchase Agreement of <<date>> (s) (as defined therein) and (2) the Company setting out the terms of the Acquisition.

There was also produced a disclosure document (s) to the Company (together with any disclosure documents) in respect of the Acquisition.

It was noted that the Acquisition was made on the following terms:

<< Insert brief details of the principal terms of the Acquisition>><sup>2</sup>

## 6. RESOLUTION

After consideration of the matters referred to above, IT WAS RESOLVED that the Acquisition be approved on the success of the company for the benefit of its members as a whole and the Company is hereby authorised to execute the Share Sale and Purchase Agreement and to do all other things necessary to give effect to the Acquisition.

## 7. FILING

The chair instructed [<<Name>>] to make all necessary and appropriate entries in the books and records of the Company and to arrange for all necessary forms and documents to be filed.

## [8. CLOSE

There was no further business and the meeting was closed.]

.....  
[Chair]OR[Sole Director]

<sup>2</sup> If for example the transaction will be a split exit, details of the consideration to be included here. Details of the consideration to be included here.

## [CONSIDERED BY THE SOLE

the sole director] a Share Sale & Purchase Agreement of <<date>> (s) (as defined therein) and (2) the Company setting out the terms of the Acquisition.

There was also produced a disclosure document (s) to the Company (together with any disclosure documents) in respect of the Acquisition.

It was noted that the Acquisition was made on the following terms:

<< Insert brief details of the principal terms of the Acquisition>><sup>2</sup>

(1) of the Companies Act 2006, IT WAS RESOLVED that the Acquisition be approved on the success of the company for the benefit of its members as a whole and the Company is hereby authorised to execute the Share Sale and Purchase Agreement and to do all other things necessary to give effect to the Acquisition.

The chair instructed [<<Name>>] to make all necessary and appropriate entries in the books and records of the Company and to arrange for all necessary forms and documents to be filed.

There was no further business and the meeting was closed.]

.....  
[Chair]OR[Sole Director]

<sup>2</sup> If for example the transaction will be a split exit, details of the consideration to be included here. Details of the consideration to be included here.