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Minutes of a meeting of the above-named Company

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Present:

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In Attendance:

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Purchase of Own Shares

WITH a view to giving financial assistance, notwithstanding the general prohibitions in section 151 of the Companies Act 2006, the Company is authorised by the articles of association to purchase its own shares in accordance with the terms appearing from the draft declaration then submitted and approved by all the directors not more than one week before the passing of a resolution. It was noted that the auditors had advised that the amount by which the Company's assets exceeded the amount of its liabilities as shown in the proposed financial statements would not be reduced by the Company giving financial assistance, or, to the extent that the net assets would thereby be increased, that the net assets would thereby be increased. It was resolved that the net assets would thereby be increased provided from those profits out of which the Company is lawfully permitted to make a distribution equal in value to the proposed financial assistance.

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, notwithstanding the general prohibitions in section 151 of the Companies Act 2006, the Company is authorised by the terms appearing from the draft declaration then submitted and approved by all the directors not more than one week before the passing of a resolution. It was noted that the auditors had advised that the amount by which the Company's assets exceeded the amount of its liabilities as shown in the proposed financial statements would not be reduced by the Company giving financial assistance, or, to the extent that the net assets would thereby be increased, that the net assets would thereby be increased provided from those profits out of which the Company is lawfully permitted to make a distribution equal in value to the proposed financial assistance.

- (a) to order the company secretary to give notice in the form then attached to the resolution to the members of the company and to the chairman and approved by the directors;
- (b) to request from the auditors anything to indicate that they were not aware of anything to indicate that the Company's ability to pay its debts immediately and in full was or would be unreasonable;
- (c) that the proposed assistance should not be given before the expiry of four weeks from passing the said special resolution and not more than eight weeks after making the said declaration except with the consent of all the members entitled to vote at general meetings of the Company;
- (d) to order the company secretary to give notice in the form then attached to the resolution to the members of the company and to the chairman and approved by the directors as may be necessary.

ordinary general meeting by the directors for the purpose of identification initialled by the directors. Upon enquiry they were aware of nothing to indicate that the Company's ability to pay its debts immediately and in full was or would be unreasonable. before the expiry of four weeks from passing the said special resolution and not more than eight weeks after making the said declaration except with the consent of all the members entitled to vote at general meetings of the Company. change publication and registration

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Chairman