

[NAME OF COMPANY] LIMITED

MINUTES of a Meeting of the Board of Directors of [NAME OF COMPANY] LIMITED (the **Company**)

Held at: [INSERT ADDRESS]

Date and time: [INSERT DATE AND TIME]

Directors present

[LIST DIRECTORS]

[NAME] (Chair)

[NAME]

[NAME], attend

In attendance:

[LIST ANY OTHER
EXECUTIVES WHOSE
PRESENCE WAS
NECESSARY,

1 Chair
[NAME]

2 Notice

2.1 The chair

2.2 The chair
present
open.

3 Declaration

EITHER

Each director
any proposal
which has
the Company

[OR Option 2]

3.1 [Each director]

of the
Companies Act 2006 and the Company's Articles of Association, he/she had a direct or
indirect interest as set out below in the proposed transactions and arrangements with the
Company to be considered at the meeting:

<u>Director</u>	<u>Nature of interest</u>
[NAME]	[NATURE OF INTEREST]

3.2 It was noted that, pursuant to Article [NUMBER] of the Company's Articles of Association, a director who had declared his/her interest may be counted as participating in the decision-making process for quorum and voting purposes in relation to the relevant transaction or arrangement with the Company, subject to any restrictions imposed under Article [NUMBER].

[OR Option C]

3.1 [Each of the following directors declared that, in accordance with section 177 of the Companies Act 2006, he/she was not a director or shadow director or a person who is treated as a director or shadow director for the purposes of section 177 of the Companies Act 2006 in relation to the proposed transaction or arrangement with the Company.]

Director	
[NAME]	

3.2 It was noted that, pursuant to Article [NUMBER] of the Company's Articles of Association, a director who had declared his/her interest may be counted as participating in the decision-making process for quorum and voting purposes in relation to the relevant transaction or arrangement with the Company, subject to any restrictions imposed under Article [NUMBER].

4 Subscribers

4.1 There were [NUMBER] subscribers to the proposed shares, the allotment of which is set out in the table below:

Name	
[NAME]	
[NAME]	
[NAME]	
Total	

4.2 After calculation of the amount payable for the shares, the following amounts were received by the subscribers:

(a) [NAME] to allot to the subscriber [NAME] a premium of [AMOUNT] per share;

(b) [NAME] to allot to the subscriber [NAME] a premium of [AMOUNT] per share; and to prepare share certificates in respect of the allotted shares and to arrange for the share certificates to be executed by the Company in accordance with section 44 of the Companies Act 2006 and delivered to the subscribers.

5 [PSC Register]

5.1 It was noted that, as a consequence of the subscription for shares pursuant to paragraph 4, [NAME] will become a [registrable relevant legal entity] [registrable person] in relation to the Company for the purposes of section 790C of the Companies Act 2006. [There was produced to the meeting a letter to the Company from [NAME] confirming that [NAME] will, as a consequence of the subscription for shares pursuant to paragraph 4, become a [registrable relevant legal entity] [registrable person] in relation to the Company for the purposes of section 790K of the Companies Act 2006.]

5.2 It was noted that the PSC Register will be updated to reflect the above. (PSC Register)

6 Filing a

The chair

(a)

(b)

rs of the

business of the
of shares

7 Close

The chair

.....
Chair

