

**[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]

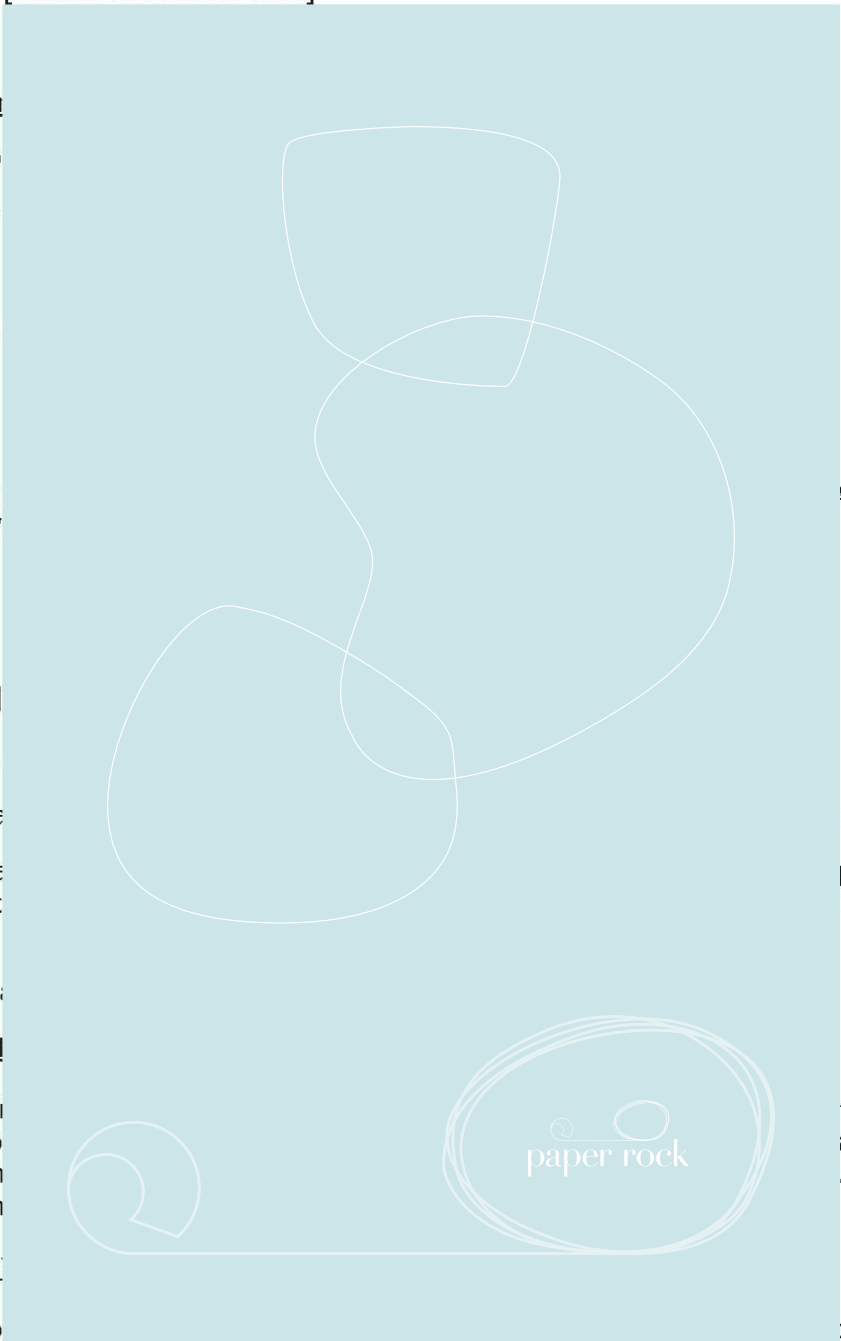
Each director  
any proposal  
which has  
the Company

[OR OTHERWISE]

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>
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ARY,

directors.

quorum was  
the meeting

in any way in  
at the meeting,  
Act 2006 and

[NAME]	[DESCRIBE PROPOSED TRANSACTION AND DIRECTOR'S INTEREST]
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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 OP

3.1 [Each o  
Compar  
indirect  
Compar

Directo

[NAME

3.2 It was r  
director  
voting p  
arrange  
not part  
below.

**4 Busine**

The cha  
approve  
[NAME

**5 Approv**

5.1 The foll  
of them

(a)

(b)

5.2 There w  
sharehc

(a)



Documents; and

(b) to amend the Articles of Association of the Company to remove the discretion of the directors of the Company to refuse to register a transfer of shares in the Company on enforcement of security over those shares.

5.3 The directors considered the Facility Documents and the terms of the Facility. It was noted that:

- (a) the Facility is for a principal amount of up to £[AMOUNT] to be drawn by the Company in a number of advances during the period prior to [DATE] and to be used for [SPECIFY PURPOSE OF FACILITY, eg the Company's general working capital requirements];
- (b) interest will accrue on the principal amount of the loans advanced pursuant to the Facility at the rate of [NUMBER]% above the base rate for the time being of [the Bank of England] OR [SPECIFY BANK] and will be payable [monthly] OR [quarterly] in

- (c) Facility will be
- (d) n by [NAME OF
- (e) and
- (f) the undrawn
- (f) s from the being able to d all accrued

5.4 Following Document meeting Document whole a

- (a) the Facility at 2006, the Facility members as a
- (a) ments, notices Company (uments) be
- (b) any Ancillary
- (c) f a witness who ent and each (subject to ctor signing
- (d) to execute and e done or y amendments Facility

- (e) the Shareholder Resolutions be submitted to [the sole shareholder] [the shareholders] of the Company for signature.

**6 Filing and administration**

The chair authorised any director to make all necessary and appropriate entries in the books and registers of the Company in relation to the Facility and the Facility Documents.

**7 Close**

The chair closed the meeting.

.....  
**Chair**

