

[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 PRESENT BY VIDEO/CONFERENCE]

[NAME] (Chair)

[NAME]

[NAME], attended by

PHONE OR BY

In attendance:

[LIST ANY OTHER ATTENDEES INCLUDING EXECUTIVES WHO WERE PRESENT]

SECRETARY,

1 Chair

[NAME]

2 Notice

2.1 The chairperson called the meeting to order.

directors.

2.2 The chairperson confirmed that a quorum was present and the meeting was open.

quorum was the meeting

3 Declaration of Interest

[EITHER]

Each director declared that, in accordance with section 177 of the Companies Act 2006 and the Company's Articles of Association, they had a direct or indirect interest as set out below in the proposed transactions and arrangements to be considered at the meeting:



in any way in which he/she is bound by the Company's Articles of Association.

[OR OTHERWISE]

3.1 [Each of the following directors declared that, in accordance with section 177 of the Companies Act 2006 and the Company's Articles of Association, they had a direct or indirect interest as set out below in the proposed transactions and arrangements to be considered at the meeting:

<u>Director</u>	<u>Nature of interest</u>

[NAME]	[Party to Subscription Agreement [Party to Service Agreement]
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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, subject to any restrictions imposed under Article [NUMBER].

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5.2 It was resolved that the form of the Written Resolutions be approved for circulation to the members of the Company for signature.

6 Adjournment of the Meeting

6.1 The meeting was adjourned to allow the circulation of the Written Resolutions for signature.

6.2 The meeting subsequently reconvened and it was reported that the Written Resolutions had

been signed by the members of the Company.

7 Approval of the Transaction Documents

7.1 The following documents relating to the Transaction (together the **Transaction Documents** and each of them a **Transaction Document**) were produced to the meeting:

(a) a subscription agreement (the **Subscription Agreement**) proposed to be entered into between (1) the Investor, (2) the existing members of the Company and (3) the Company;

(b) to be entered into between (1) the Investor, (2) the existing members of the Company and (3) the Company;

(c) the existing members of the Company and (3) the Company under the terms of the Subscription Agreement proposed to be entered into between (1) the Investor under

(d) the terms of the Subscription Agreement proposed to be entered into between (1) the Investor and (2) the existing members of the Company and (3) the Company;

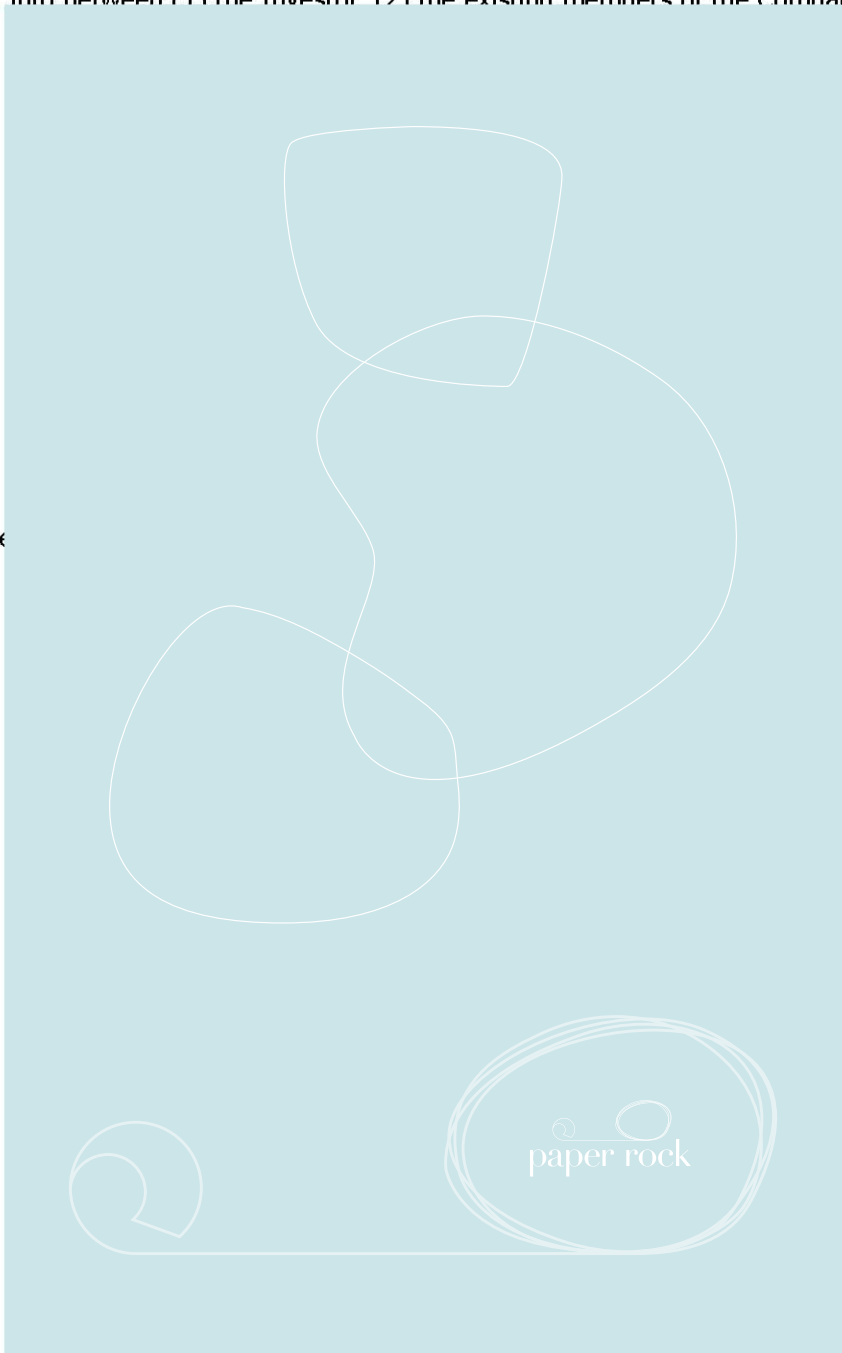
(e) the terms of the Subscription Agreement proposed to be entered into between (1) the Investor and (2) the existing members of the Company and (3) the Company;

7.2 The directors of the Company resolved that:

(a) to be entered into between (1) the Investor, (2) the existing members of the Company and (3) the Company pursuant to the terms of the Subscription Agreement proposed to be entered into between (1) the Investor and (2) the existing members of the Company and (3) the Company;

(b) to be entered into between (1) the Investor, (2) the existing members of the Company and (3) the Company;

(c) the existing members of the Company and (3) the Company under the terms of the Subscription Agreement proposed to be entered into between (1) the Investor under



(bb) for tax claims, of [NUMBER] years from the date of completion of the Subscription Agreement.

7.3 Following consideration of the Transaction, including consideration of the terms of the Transaction Documents, and the matters referred to in section 172(1) of the Companies Act 2006, the meeting resolved that the Transaction and the entry into by the Company of the

Investor [and to each other subscriber].

9 Appointment of Director[s]

It was resolved that, with effect from completion of the Subscription Agreement, [NAME] and [NAME], each of whom had consented to act, be and are hereby appointed as directors of the Company.

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