## [NAME OF COMPANY] LIMITED

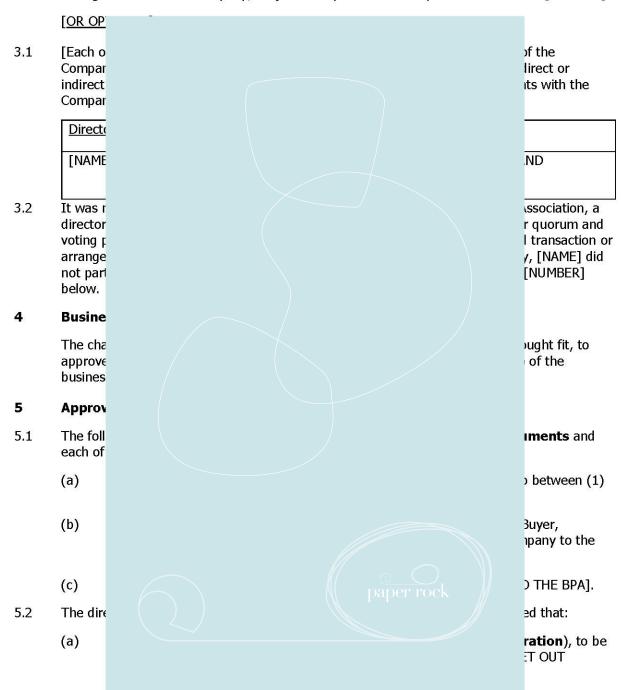
MINUTES of a Meeting of the Board of Directors of [NAME OF COMPANY] LIMITED (the **Company**)

Held at: [INSERT ADDRESS]

Date and time: [INSERT DATE AND TIME] Directors preser [LIST DIRECTO [NAME] (Chair) [NAME] [NAME], attend <u>In attendance</u>: [LIST ANY OTH ۱RY, **EXECUTIVES W** 1 Chair [NAME] 2 **Notice** 2.1 The cha directors. 2.2 The cha uorum was present the meeting open. 3 Declar [EITHEI Each di າ any way in at the meeting, any pro which h ct 2006 and the Con OR OP 3.1 of the [Each o 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: **Director** Nature of interest

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

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].



- (b) the Company will give certain warranties for the benefit of the Buyer in relation to the business and assets being sold by the Company; and
- (c) the BPA will contain limitations on the liability of the Company under the warranties, including:
  - (i) exclusion of liability in respect of matters disclosed in the Disclosure Letter (including the documents to be attached to the Disclosed Letter);

- (ii) exclusion of liability in respect of any claim for less than £[AMOUNT];
- (iii) exclusion of liability until the Company's liability for all claims exceeds  $\pounds[\mathsf{AMOUNT}];$
- (iv) maximum aggregate liability equal to [the amount of the Consideration]; and
- (v) a time limit for bringing claims:

