

[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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[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 of the Company's directors, whether direct or indirect, who are or were at the time of the Company's purchase of the business, shall be deemed to have agreed that, in relation to any transaction or arrangement with the Company, such director shall not 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].]

Directo

[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 Business

The chairman of the Board shall have the authority to approve any business which may be brought before the Board for its consideration, provided that such business is in the best interests of the Company and is not prohibited by the Articles of Association.

5 Approv

5.1 The following documents shall be provided to the Buyer:

- (a) the Business Purchase Agreement (BPA) between (1) the Company and the Buyer, and (2) the Company and the Buyer, in relation to the purchase of the business;
- (b) the Business Purchase Agreement (BPA) between (1) the Company and the Buyer, and (2) the Company and the Buyer, in relation to the purchase of the business;
- (c) the Business Purchase Agreement (BPA) between (1) the Company and the Buyer, and (2) the Company and the Buyer, in relation to the purchase of the business.

5.2 The directors of the Company shall be deemed to have agreed that:

- (a) the Business Purchase Agreement (BPA) shall contain the following provisions:
 - (i) the Business Purchase Agreement (BPA) shall contain the following provisions:
 - (i) exclusion of liability in respect of matters disclosed in the Disclosure Letter (including the documents to be attached to the Disclosed Letter);
- (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 £[AMOUNT];
- (iv) maximum aggregate liability equal to [the amount of the Consideration]; and
- (v) a time limit for bringing claims:

5.3 Following the meeting of the whole a

(a)

(b)

(c)

(d)

6 **Filing a**

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7 **Close**

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Chair



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