Company number: [number]

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

**[COMPANY NAME]** (Company)

Circulation Date: [date]

Under Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) propose that:

* Resolution 1 below is passed as an ordinary resolution (Ordinary Resolution); and
* Resolution 2 below is passed as a special resolution (Special Resolution).

**ORDINARY RESOLUTION**

1. THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £[AMOUNT] pursuant to advance subscription agreements, such shares to have the rights set out in the Company’s articles of association from time to time.

**SPECIAL RESOLUTION**

2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1 as if section 561(1) of the CA 2006 and any other right of pre-emption did not apply to any such allotments.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution.

The undersigned, each being persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Ordinary Resolution and the Special Resolution:

|  |  |
| --- | --- |
| ………………………………..[**Name**]Date: [date]  | ………………………………..**[Name]**Date: [date] |

**NOTES**

1. You can choose to agree to both of the Ordinary Resolution and the Special Resolution or neither of them, but you cannot agree to only one of the resolutions. If you agree to both of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company as soon as possible, using one of the following delivery methods:

· **By electronic signature**, if that is how the resolutions have been provided to you.

· **Email**: by attaching a scanned complete copy of the signed document to an email and sending it to [e-mail address].

· **Post**: returning the signed copy by registered post to [address].

If you do not agree to both of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement is received for the resolutions to pass, they will lapse.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.