Company No. ……………………………..

**A Private Company Limited By Shares**

**Written Resolutions**

**of**

**……………………………..(the "Company")**

……………………………….(the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution be passed as an ordinary resolution (the "**Resolution**"):

Ordinary Resolution:

# Approval of conflict of interest

That, pursuant to section 180(4) of the Companies Act 2006 (the "**Act**") and article 14(3)(a) of the

Company's articles of association, each of the Directors is hereby authorised to do (or omit to do) anything which would, but for this authorisation, give rise to a breach of the duty of directors to avoid conflicts of interest under section 175 of the Act as a result of him/her being a shareholder of the Company and for the purposes of article 14 of the Company's articles of association in respect of the matters to be resolved by her/him in the board resolution at which this resolution is presented.

Important:

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

The undersigned, shareholders are entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Member Signature Member Name

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Member Signature Member Name

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Member Signature Member Name

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Member Signature Member Name

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| --- | --- |
| Dated:................................................................ |  |

NOTES

* + 1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above.
    2. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
    3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
    4. Unless sufficient agreement has been received for the Resolution to pass, they will lapse on the twenty eighth (28th) day after the Circulation Date. If you agree to the Resolution, please ensure that your agreement reaches us before or by this date.