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|  | COMPANY NAME LIMITEDCompany number: Company registration number Registered office address: Address line 1, Address line 2, Town, County, Postcode |  |

**SHAREHOLDERS' RESOLUTION**

**Passed on Date of meeting**

At a general meeting of Company Name Limited (“the Company”), held at [Location of meeting] Address line 1, Address line 2, Town, County, Postcode on Date of meeting, the following resolutions were duly passed:

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| **ORDINARY RESOLUTION** |
| That 1,234 [Total number of shares being reclassified] Share class name [Name of share class being reclassified] £X.XX [Nominal value per share] shares be and are hereby reclassified as 1,234 [Number of reclassified shares] New share class name [Name of new share class] shares of £X.XX [Nominal value per share] each in the capital of the Company. |
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| That any two directors be authorised to issue new share certificates, signed by them on behalf of the Company, and cancel old share certificates as required to reflect the share reclassification. |

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| **SPECIAL RESOLUTION** |
| That the new articles of association attached to this resolution, be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association, updated as they are, to include the rights and restrictions attaching to New share class name [Name of new share class] £X.XX [Nominal value per share] shares as set out below: |
|  |
| [Insert prescribed particulars applying to the reclassified shares] |
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| That forms SH08 and SH10 together with copies of all relevant resolutions and the new articles of association be filed with Companies House within one month, and the register of members be updated to reflect the share reclassification. |

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| Signed: |  |  |

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| Dated: |  |  |