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

**WRITTEN SHAREHOLDERS' RESOLUTION**

**CIRCULATION DATE: Date**

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| Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Company Name Limited ("the Company") propose that the following ordinary resolution be duly approved: |

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| **ORDINARY RESOLUTION** |
| That 1,234 [Total number of shares to be reclassified] Share class name [Name of share class being reclassified] £X.XX [Nominal value per share of share class being reclassified] shares, be and are hereby reclassified as 1,234 [Total number of shares after conversion] Share class name [Name of existing share class the shares are being converted into] £X.XX [Nominal value per share of reclassified share class] shares. |
|   |
| 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. |
|   |
| That form SH08 together with a copy of the resolution be filed with Companies House within one month, and the register of members be updated to reflect the share reclassification. |

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| **AGREEMENT** |
| We, being eligible members of the Company (as defined in section 289 of the Companies Act 2006) and entitled to vote on this resolution, agree that this resolution be so passed. |

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| --- | --- | --- | --- | --- | --- | --- |
| **Name** |  | **No. shares** |  | **Signature** |  | **Date** |
| SHAREHOLDER NAME 1 |   | 123 SHARE CLASS NAME |   |  |   |  |
| SHAREHOLDER NAME 2 |   | 123 SHARE CLASS NAME |   |  |   |  |
| SHAREHOLDER NAME 3 |   | 123 SHARE CLASS NAME |   |  |   |  |

Notes:

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| 1. | To signify your agreement to the resolution please sign and date this document where indicated above and return it to the Company. If you do not agree to the resolution you do not need to do anything. You cannot be deemed to agree with the resolution if you have not replied. |
| 2. | Ensure that your signed document is received by the Company no later than **[Insert the lapse date - being 28 days after the circulation date]**. If the resolution is not passed by this date, it will lapse. |
| 3. | Once given, you cannot revoke your agreement. |