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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 resolution is passed as a special resolution. |

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| **SPECIAL RESOLUTION** |
| That the articles of association contained in the document attached to this resolution and initialled for the purposes of identification be and hereby are approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.  |
|   |
| That a copy of both this resolution and the new articles of association be filed with Companies House within 15 days. |

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| **AGREEMENT** |
| We, being the 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. |