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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 resolutions be duly approved: |

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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 the new share class] shares of £X.XX [Nominal value per share] each in the capital of the Company. |
|   |
| 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] |
|   |
| 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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| **AGREEMENT** |
| We, being eligible members of the Company (as defined in section 289 of the Companies Act 2006) and entitled to vote on these resolutions, agree that both resolutions 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. |