**TEMPLATE LIBRARY**

**BOARD RESOLUTIONS**

**BOARD RESOLUTIONS**

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| **ADOPTION OF AUDITED ACCOUNTS** |

**[COMPANY NAME]**

Registration Number: [Co. Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN BOARD RESOLUTIONS OF THE COMPANY** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the audited accounts of the Company for the year ended [Date] together with the Director's statement and auditor's report.
2. DIRECTORS' INTERESTS
   1. It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.
3. CONSIDERATION
   1. Copies of the latest drafts of the Documents have been received and considered by the Directors.
   2. It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
4. RESOLUTIONS
   1. The Directors hereby unanimously approve and resolve that:
      1. the audited accounts of the Company, as reviewed by the Directors, for the year ended [Year] together the Director’s statement and auditor’s report thereon are hereby received and adopted;
      2. the documents annexed hereto as **Schedule 1**, are hereby approved;
      3. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      4. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      5. each Director (each an "**Authorised Signatory**"), and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      6. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and/or the matters contemplated by them.
5. RATIFICATION
   1. It is resolved that any and all actions of the Company and/or the Directors taken prior to the date of these resolutions in connection with the Documents and/or the matters contemplated by them are hereby ratified, confirmed and approved.
6. FILING
   1. Each Authorised Signatory is authorised to complete any filing with any authorities, company or person required in relation to these resolutions, the Documents and/or the matters contemplated by them.

**EXECUTION PAGE**

**WRITTEN BOARD RESOLUTIONS OF THE COMPANY**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

**BOARD RESOLUTIONS**

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| **APPOINTMENT OF AUDITOR** |

**[COMPANY NAME]**

Registration Number: [Co. Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN BOARD RESOLUTIONS OF THE COMPANY** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the appointment of [Name] as Auditor(s) of the Company.
2. DIRECTORS' INTERESTS
   1. It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.
3. CONSIDERATION
   1. Copies of the latest drafts of the Documents have been received and considered by the Directors.
   2. It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
4. RESOLUTIONS
   1. The Directors hereby unanimously approve and resolve that:
      1. [Name], a certified public accountant be and are hereby (re)appointed as Auditor(s) of the Company and the Directors of the Company be authorised to fix their remuneration;
      2. the appointment of the Auditor shall be effective from 8th January 2019;
      3. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      4. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      5. each Director (each an "**Authorised Signatory**"), and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      6. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and/or the matters contemplated by them.
5. RATIFICATION
   1. It is resolved that any and all actions of the Company and/or the Directors taken prior to the date of these resolutions in connection with the Documents and/or the matters contemplated by them are hereby ratified, confirmed and approved.
6. FILING
   1. Each Authorised Signatory is authorised to complete any filing with any authorities, company or person required in relation to these resolutions, the Documents and/or the matters contemplated by them.

**EXECUTION PAGE**

**WRITTEN BOARD RESOLUTIONS OF THE COMPANY**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

**SCHEDULE 1**

**Documents**

**BOARD RESOLUTIONS**

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| **APPOINTMENT OF NEW DIRECTOR** |

**[COMPANY NAME]**

Registration Number: [Co. Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN BOARD RESOLUTIONS OF THE COMPANY** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the appointment of the following person(s) as director(s) of the Company (the "**New Director(s)**"):
      1. [Name]
      2. [Name]
2. DIRECTORS' INTERESTS
   1. It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.
3. RESOLUTIONS
   1. The Directors hereby unanimously approve and resolve that:
      1. the appointment of the New Director(s) be noted and approved; and
      2. the appointment of the New Director(s) shall be effective from [Date].
4. RATIFICATION
   1. It is resolved that any and all actions of the Company and/or the Directors taken prior to the date of these resolutions in connection with the matters contemplated by these resolutions are hereby ratified, confirmed and approved.
5. FILING
   1. Each Director is authorised to complete any filings with any authorities, company or person required in relation to these resolutions and/or the appointment of the New Director(s).

**EXECUTION PAGE**

**WRITTEN BOARD RESOLUTIONS OF THE COMPANY**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

**BOARD RESOLUTIONS**

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| **APPROVAL OF THE TRANSFER OF SHARES** |

**[COMPANY NAME]**

Registration Number: [Co. Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN BOARD RESOLUTIONS OF THE COMPANY** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the approval of the transferring of Shares.
2. DIRECTORS' INTERESTS
   1. It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.
3. CONSIDERATION
   1. It is the opinion of the Directors and the Company transferring the Shares, that the transfer of Shares, will be in the long term benefit and interests of the Company and its stakeholders.
   2. It is the opinion of the Directors and the Company transferring the Shares that the transfer of Shares does not conflict or result in any breach of any other documents to which the Company is a party.
4. RESOLUTIONS
   1. The Directors hereby unanimously approve and resolve that:
      1. subject to having obtained the prior written consent and waiver of pre-emption rights of the Company’s existing shareholders, in accordance with the provisions of the Constitution of the Company, the transfer of [132321] [Ordinary] Shares (the “**Shares**”) in the capital of the Company from [Name] to [Name] shall be noted and approved (the “**Transfer**”);
      2. the date of the Transfers shall be effective upon the updating by the Company’s register of shareholders;
      3. the existing share certificates issued to [Name] in respect of the Shares be cancelled; and
      4. new share certificates certifying [Name] as the registered holder of the Shares be issued.
5. RATIFICATION
   1. It is resolved that any and all actions of the Company and/or the Directors taken prior to the date of these resolutions in connection with the Transfer are hereby ratified, confirmed and approved.
6. FILING
   1. Each Director is authorised to complete any filing with any authorities, company or person required in relation to these resolutions and/or the Transfer.

**EXECUTION PAGE**

**WRITTEN BOARD RESOLUTIONS OF THE COMPANY**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

**BOARD RESOLUTIONS**

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| --- |
| **CHANGE OF COMPANY NAME** |

**[COMPANY NAME]**

Registration Number: [Co. Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN BOARD RESOLUTIONS OF THE COMPANY** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the Company changing its name to [COMPANY NAME] (the “**New Name**”).
2. DIRECTORS' INTERESTS
   1. It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.
3. CONSIDERATION
   1. It is the opinion of the Directors that the Company's adoption of the New Name, will be in the long term benefit and interests of the Company and its stakeholders.
4. RESOLUTIONS
   1. The Directors hereby unanimously approve and resolve that:
      1. the Company recommend to its shareholders that a special resolution be passed to change the name of the Company to the New Name; and
      2. subject to the passing of such special resolution by the Shareholders of the Company, the New Name be approved and adopted by the Company.
5. RATIFICATION
   1. It is resolved that any and all actions of the Company and/or the Directors taken prior to the date of these resolutions in connection with the New Name are hereby ratified, confirmed and approved.
6. FILING
   1. Each Director is authorised to complete any filing with any authorities, company or person required in relation to these resolutions and/or the New Name.

**EXECUTION PAGE**

**WRITTEN BOARD RESOLUTIONS OF THE COMPANY**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

**BOARD RESOLUTIONS**

|  |
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| **DECLARING DIVIDENDS** |

**[COMPANY NAME]**

Registration Number: [Co. Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN RESOLUTIONS OF THE** **DIRECTORS OF** **THE COMPANY** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to a proposed declaration of [INTERIM / FINAL] dividends by the Company of [AMOUNT] per [TYPE OF SHARES] to be payable on [DATE OF PAYMENT OF DIVIDENDS] (the “**Dividends**”)..
2. DIRECTORS' INTERESTS
   1. It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.
3. CONSIDERATION
   1. The Directors have considered the level of distributable reserves shown by the company’s as of the date of these resolutions.
   2. The Directors consider the Dividends may be fully met out of distributable reserves.
4. RESOLUTIONS
   1. The Directors hereby unanimously approve and resolve that:
      1. the Company declares the Dividends subject to compliance with applicable law;
5. RATIFICATION
   1. It is resolved that any and all actions of the Company and the Directors taken prior to the date of these resolutions in connection with the Dividends are hereby ratified, confirmed and approved.
6. FILING
   1. The Directors are collectively and individually authorised to complete any filing with any regulatory authorities and issue such dividend notices as may be required in relation to these resolutions and the Dividends.

**EXECUTION PAGE**

**WRITTEN BOARD RESOLUTIONS OF THE COMPANY**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

**BOARD RESOLUTIONS**

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| --- |
| **ENTERING INTO AGREEMENT** |

**[COMPANY NAME]**

Registration Number: [Co. Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN BOARD RESOLUTIONS OF THE COMPANY** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the Company's entry into the Documents (as defined in Schedule 1).
2. DIRECTORS' INTERESTS
   1. It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.
3. CONSIDERATION
   1. Copies of the latest drafts of the Documents have been received and considered by the Directors.
   2. It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
4. RESOLUTIONS
   1. The Directors hereby unanimously approve and resolve that:
      1. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      2. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      3. each Director (each an "**Authorised Signatory**"), and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      4. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and/or the matters contemplated by them.
5. RATIFICATION
   1. It is resolved that any and all actions of the Company and/or the Directors taken prior to the date of these resolutions in connection with the Documents and/or the matters contemplated by them are hereby ratified, confirmed and approved.
6. FILING
   1. Each Authorised Signatory is authorised to complete any filing with any authorities, company or person required in relation to these resolutions, the Documents and/or the matters contemplated by them.

**EXECUTION PAGE**

**WRITTEN BOARD RESOLUTIONS OF THE COMPANY**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

**SCHEDULE 1**

**Documents**

**BOARD RESOLUTIONS**

|  |
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| **GRANTING POWER OF ATTORNEY** |

**[COMPANY NAME]**

Registration Number: [Co. Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN BOARD RESOLUTIONS OF THE COMPANY** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the Company granting a power of attorney to [Name] (the "**Attorney**").
2. DIRECTORS' INTERESTS
   1. It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.
3. CONSIDERATION
   1. Copies of the latest drafts of the Documents have been received and considered by the Directors.
   2. It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
4. RESOLUTIONS
   1. The Directors hereby unanimously approve and resolve that:
      1. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      2. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      3. each Director (each an "**Authorised Signatory**"), and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      4. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and/or the matters contemplated by them.
5. RATIFICATION
   1. It is resolved that any and all actions of the Company and/or the Authorised Signatories taken prior to the date of these resolutions in connection with the Documents and/or the matters contemplated by them are hereby ratified, confirmed and approved.
6. FILING
   1. Each Authorised Signatory is authorised to complete any filings with any authorities, company or person required in relation to these resolutions, the Documents and/or the matters contemplated by them.

**EXECUTION PAGE**

**WRITTEN BOARD RESOLUTIONS OF THE COMPANY**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

**SCHEDULE 1**

**Documents**

**BOARD RESOLUTIONS**

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| --- |
| **OPENING OF BANK ACCOUNT** |

**[COMPANY NAME]**

Registration Number: [Co. Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN BOARD RESOLUTIONS OF THE COMPANY** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the Company opening a Corporate Account (the “**Account(s)**”) with [Bank Name] (the “**Bank**”).
2. DIRECTORS' INTERESTS
   1. It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.
3. CONSIDERATION
   1. Copies of the latest drafts of the Documents (as defined in Schedule 1) have been received and considered by the Directors.
   2. It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them will not conflict with or result in any breach of any other documents to which the Company is a party.
4. RESOLUTIONS
   1. The Directors hereby unanimously approve and resolve that:
      1. the Company opens the Account(s) with the Bank;
      2. the Company may from time to time open, maintain and/or close such other accounts with the Bank as the Authorised Signatories may, in their sole discretion, believe to be necessary or beneficial to the Company;
      3. each Director (each an "**Authorised Signatory**") be collectively and individually authorised to operate the Accounts on behalf of the Company;
      4. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      5. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      6. each Authorised Signatory, and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      7. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Account(s) and/or the Documents.
5. RATIFICATION
   1. It is resolved that any and all actions of the Company and/or the Authorised Signatories taken prior to the date of these resolutions in connection with the Documents and/or the Account(s) are hereby ratified, confirmed and approved.
6. FILING
   1. Each Authorised Signatory is authorised to complete any filing with any authorities, company or person required in relation to these resolutions, the Documents and/or the Account(s).

**EXECUTION PAGE**

**WRITTEN BOARD RESOLUTIONS OF THE COMPANY**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

**SCHEDULE 1**

**Documents**

**BOARD RESOLUTIONS**

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| **RESIGNATION OF DIRECTOR** |

**[COMPANY NAME]**

Registration Number: [Co. Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN BOARD RESOLUTIONS OF THE COMPANY** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the resignation of the following person(s) as Director of the Company (the "**Resignation(s)**"):
      1. [Name]
      2. [Name]
2. DIRECTORS' INTERESTS
   1. It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.
3. RESOLUTIONS
   1. The Directors hereby unanimously approve and resolve that:
      1. the Resignation(s) be noted and approved; and
      2. the Resignation(s) shall be effective from [Date].
4. RATIFICATION
   1. It is resolved that any and all actions of the Company and/or the Directors taken prior to the date of these resolutions in connection with the Resignation(s) are hereby ratified, confirmed and approved.
5. FILING
   1. Each Director is authorised to complete any filing with any authorities, company or person required in relation to these resolutions and/or the Resignation(s).

**EXECUTION PAGE**

**WRITTEN BOARD RESOLUTIONS OF THE COMPANY**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title**: **Director**