**[ON LETTERHEAD VENDOR]**

**COMPANY NUMBER [INSERT NUMBER]**

**(“THE COMPANY”)**

**UNANIMOUS WRITTEN RESOLUTION OF THE BOARD OF DIRECTORS OF THE COMPANY PASSED PURSUANT TO THE PROVISIONS OF THE COMPANY’S ARTICLES OF ASSOCIATION**

**BACKGROUND**

We, the undersigned, being all the Directors of the Company for the time being and entitled to receive notice of Board Meetings, having taken cognizance of the following matters and proposed arrangements to be entered into by the Company THAT:

1. the Company has negotiated to sell to [INSERT THE NAME OF THE PURCHASER] (the “Purchaser”), the Company’s property known as [INSERT THE LAND REFERENCE NUMBER] (the “Property) for the sum of [INSERT THE PURCHASE PRICE] (the “Transaction”);
2. the Property will be transferred to the Purchaser pursuant to the terms of the Sale Agreement and Transfer (copies of the final drafts of the Sale Agreement and the Transfer have been circulated to the directors and are attached hereto and form part of these resolutions);
3. the Memorandum and Articles of Association of the Company empowers the Company to sell and dispose the Property in the manner contemplated under the Sale Agreement and the Transfer respectfully;

1. the Memorandum and Articles of Association of the Company empower the directors to implement the proposed Transaction;
2. the Directors of the Company have confirmed and declared that they do not have any direct or indirect interest in any way in the proposed Transaction as are required to be disclosed under section 151 of the Companies Act, 2015; and
3. neither these written resolutions nor their implementation will breach any restrictions on or obligations of the Company, its directors or any of its shareholders,

**DO HEREBY UNANIMOUSLY ADOPT** the following resolutions, such resolutions to be as valid and effectual as resolutions passed at a meeting of the Board of Directors of the Company duly convened and held for the purpose:

**RESOLVED:**

1. THAT the Transaction contemplated by, and the entry into the Sale Agreement and the Transfer by the Company be and is hereby approved;
2. THAT any two Directors of the Company or any one of them and the Company Secretary be authorised and are hereby by the Board for the purposes of approving, signing and authorising the affixing of the Common Seal to the Sale Agreement and the Transfer and doing all such acts and things as may be required to be signed, executed or done by or on behalf of the Company in connection with the Transaction; and
3. THAT the Company Secretary/any director be instructed by the Board to make all necessary and appropriate entries in the books and registers of assets of the Company.

**IN WITNESS WHEREOF** the undersigned have adopted these written Resolutions on the date when they are last signed.

The above Resolution shall come into force with effect from ………………………. 20 .

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

Director

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

Director

Dated 20