

BOARD RESOLUTIONS

ENTERING INTO A LOAN AGREEMENT

SAMPLE

[COMPANY NAME]

REGISTRATION NO.: [COMPANY REGISTRATION NUMBER]

ADDRESS: [COMPANY ADDRESS]

(The "Company")

WRITTEN RESOLUTIONS OF THE DIRECTORS OF THE COMPANY

1. BACKGROUND/PURPOSE

- 1.1 These resolutions relate to a term loan (the "**Facilities**") to be provided under a facility agreement to be entered into between, amongst others, the Company and [Bank Name] (the "**Bank**" and the "**Facilities Agreement**").
- 1.2 As a precondition to the Facilities being provided under the Facilities Agreement it is required that the Company enter into the Documents (as defined in **Schedule 1 (Documents)**).

2. DIRECTORS' INTERESTS

- 2.1 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

- 3.1 Copies of the latest drafts of the Documents have been received and considered by the Directors.
- 3.2 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.
- 3.3 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

- 4.1 The Directors hereby unanimously approve and resolve that:
- 4.1.1 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;
- 4.1.2 the Company has full capacity to enter into the Documents and the matters contemplated by them;
- 4.1.3 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
- 4.1.4 the Authorised Signatories are 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 the matters contemplated by them.

5. RATIFICATION

- 5.1 It is resolved that any and all actions of the Company and 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

- 6.1 The Authorised Signatories are collectively and individually authorised to complete any filing with any regulatory authorities, company, person or other authority, including the furnishing of a copy and/or extract of these resolutions, required in relation to these resolutions, the Documents and the matters contemplated thereby.