

BOARD RESOLUTION OF [YOUR COMPANY NAME]

APPROVING THE SALE OF SHARES

DULY PASSED ON [DATE]

RESOLVED:

THAT the Company sell and transfer to [COMPANY NAME] the [NUMBER] Class [SPECIFY] Common Shares in the authorised capital stock of [COMPANY NAME] held by the Company, upon the same terms and conditions contained in a draught share purchase agreement between the Company and, *inter alia*, [COMPANY NAME] submitted to and reviewed by the Board of Directors of the Company (the "Share Purchase Agreement");

THAT the Company be and it is hereby authorised to enter into the Share Purchase Agreement;

THAT any officer or director of the Company, acting alone, be and he is hereby authorised and directed for and on behalf of and in the name of the Company to execute and deliver the Share Purchase Agreement with such changes as he in his discretion may deem fit, his signature being conclusive proof of the execution of the Share Purchase Agreement by the Company, as well as to execute and deliver all such other deeds, documents, instruments in writing and to perform and do all such acts and things as he in his discretion may consider to be essential, appropriate or useful for the purpose of giving effect to this resolution.

UNANIMOUS SHAREHOLDERS' AGREEMENT RESOLVED:

1. THAT the Company be and it is hereby authorised to enter into a unanimous shareholders' agreement providing, *inter alia*, for the manner in which the affairs of [COMPANY NAME] shall be conducted, the whole subject to and substantially upon the same terms and conditions contained in a draught unanimous shareholders' agreement between the Company and [COMPANY NAME], [INDIVIDUALS NAME], and [COMPANY NAME] (the "Unanimous Shareholders' Agreement");
2. THAT any officer or director of the Company, acting alone, be and he is hereby authorised and directed for and on behalf of and in the name of the Company to execute and deliver the Unanimous Shareholders' Agreement with such changes as he in his discretion may deem fit, his signature being conclusive proof of the execution of the Unanimous Shareholders' Agreement by the Company, as well as to execute and deliver all such other deeds, documents, instruments in writing and to perform and do all such acts and things as he in his discretion may consider to be essential, desirable appropriate or useful for the purpose of giving effect to this resolution.

IN WITNESS WHEREOF, each party to this agreement has caused it to be executed at [PLACE OF EXECUTION] on the date indicated above.

COMPANY

SHAREHOLDER

Authorised Signature

Authorised Signature

Print Name and Title

Print Name and Title