

## Certificate where a resolution is required

1. It is hereby certified for the purposes of section 238 of the Companies Act 2014 that:

- a) the transaction hereby effected has been approved by [*an*] ordinary resolution[s] duly passed by the members of the [*Vendor / Purchaser / holdco of Vendor / holdco of Purchaser*]<sup>1</sup>; and
- b) there is no other company whose approval by way of resolution is required.

## Certificates where no resolution is required

2. It is hereby certified for the purposes of section 238 of the Companies Act 2014 that the [*Vendor / Purchaser*] is not a director of, or a person connected with a director of, the [*Vendor / Purchaser*] or of any holding company of the [*Vendor / Purchaser*].

3. It is hereby certified for the purposes of section 238 of the Companies Act 2014 that the Vendor and the Purchaser are not bodies corporate connected with one another in a manner which would require the transaction hereby effected to be approved by resolutions of the members of either or of the members of any holding company of either.

4. It is hereby certified for the purposes of section 238 of the Companies Act 2014 that [*the Vendor is a wholly owned subsidiary of the Purchaser*] / [*the Purchaser is a wholly owned subsidiary of the Vendor*] / [*the Vendor and the Purchaser are both wholly owned subsidiaries of the same holding company*].

5. It is hereby certified for the purposes of section 238 of the Companies Act 2014 that the transaction hereby effected does not require to be approved by [*a*] resolution[s] of the members of [*either*] the Vendor [*or the Purchaser*] or any holding company of [*either*] the Vendor [*or the Purchaser*] as the Vendor is being wound up and such winding up is not a members' voluntary winding up.

6. It is hereby certified for the purposes of section 238 of the Companies Act 2014 that the transaction hereby effected does not require to be approved by [*a*] resolution[s] of the members of [*either*] the Vendor [*or the Purchaser*] or any holding company of [*either*] the Vendor [*or the Purchaser*] as it is the disposal of an asset of the Vendor by its receiver.

7. It is hereby certified for the purposes of section 238 of the Companies Act 2014 that the transaction hereby effected does not require to be approved by [*a*] resolution[s] of the members of [*either*] the Transferor [*or the Transferee*] or any holding company of [*either*] the Transferor [*or the Transferee*] as the Transferee is a member of the Transferor and it is an acquisition by the Transferee of an asset of the Transferor in the Transferee's character as such member.

8. It is hereby certified for the purposes of section 238 of the Companies Act 2014 that the transaction hereby effected does not require to be approved by a resolution of the members of the [*Vendor / Purchaser*] or any other company as value of the [*property*] is less than the requisite value.

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1. Include some or all of these as appropriate to the circumstances.

9. It is hereby certified for the purposes of section 238 of the Companies Act 2014 that the transaction hereby effected does not require to be approved by a resolution of the members of the [*Vendor / Purchaser / holdco*] as [*Vendor / Purchaser / holdco*] is a wholly owned subsidiary.<sup>2</sup>

10. It is hereby certified for the purposes of section 238 of the Companies Act 2014 that the transaction hereby effected does not require to be approved by a resolution of the members of the [*Vendor / Purchaser*] as the [*Vendor / Purchaser*] is neither a company formed and registered under the Companies Act 2014 nor an existing company within the meaning of that Act.<sup>2</sup>

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2. Include, as appropriate, EITHER – “There is no other company whose approval by way of resolution is required.” OR another certificate to deal with any party not dealt with by this wording.