

**SALE OF SHARES  
(Directors' Resolution)**

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..... *(Corporate name)*  
**DIRECTORS' RESOLUTION**  
**DATED AS OF .....**

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**SALE OF SHARES**

The Corporation wishes to sell to ..... *(name of purchaser)* ..... ( ..... ) Class “...” shares it holds in the capital stock of ..... *(name of corporation)* for a total price of ..... DOLLARS (\$ .....), namely ..... DOLLARS (\$ .....) per share;

..... *(name of purchaser)* wishes to acquire ..... ( ..... ) Class “...” shares held by the Corporation in the capital stock of ..... *(name of corporation)* at the above-mentioned price, subject to the terms and conditions stipulated in the share purchase agreement submitted to the directors for review;

BE IT RESOLVED:

