

**SHARE ACQUISITION ISSUE OF ROLLOVER SHARES
(Directors' Resolution)**

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

ACQUISITION OF SHARES HELD BY *(name of shareholder)*

..... *(name of shareholder)* wishes to sell to the Corporation (.....) Class “...” shares he/she holds in its capital stock for a total price of DOLLARS (\$), namely DOLLARS (\$) per share, payable by the issuance of Class “...” shares in the capital stock of the Corporation;

The Corporation wishes to acquire (.....) Class “...” shares held by *(name of holder)* in its capital stock for the above-mentioned consideration, subject to the terms and conditions stipulated in the share purchase agreement including a rollover submitted to the directors for review;

BE IT RESOLVED:



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