

## EXAMPLE SHAREHOLDERS RESOLUTION FOR A DUTCH COMPANY without the shareholders convening for a meeting

This is an example (or: template) of a Shareholders Resolution for a Dutch limited liability company (with the acronym BV or B.V. We will keep uploading draft templates for other Dutch law agreements and corporate resolutions.

You can use this template resolution for adopting resolutions by a general meeting of shareholders if Dutch law requires one or more *formal* decisions as well as decisions where it is good practice to properly record such stockholder resolutions. This model provides for decisions by shareholders where they do not actually meet in person. The vast majority of shareholders resolutions of Dutch companies are concluded in this manner. In the event where the shareholders meeting indeed does need to be convened, the resolutions are adopted in the form of minutes for which this model is a good starting point but it will need to be amended. For example, an attendance list should be included.

Under Dutch law, a shareholders resolution is a decision by the general meeting of shareholders as a body of a Dutch corporate entity. Dutch law, the company's Articles of Association and often a Shareholders Agreement give the formal rules on how to properly convene a meeting of stockholders and how to the decisions. If these rules are not followed, the resolution could be null and void or can be scrutinized, possibly resulting in an invalid decision by the shareholders.

This template can best be used for the event where all shareholders unanimously agree on the decision. In this template, we have included wording for standard resolutions for approving the annual accounts of a Dutch BV. Alternatives, variations and extensions of the text are generally possible. In such case, it is advisable to formulate this accurately. For your convenience, we have marked the items in yellow that need to be addressed specifically in order to properly conclude a shareholders resolution under the laws of the Netherlands.

This example resolution of the meeting of shareholders is made available by the Dutch law firm Penrose, that specialises in company law. We aim at updating this template where this may be needed and publish it on our [website](#). Penrose does not guarantee that such updates can always be made timely, so the example text may not be up to date.

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We recommend that you obtain Dutch legal advice when you intend concluding shareholders resolutions either with or without convening a shareholders meeting for the relevant company in the Netherlands.

Please feel free to reach out to the corporate attorneys of Penrose in Amsterdam at [info@penrose.law](mailto:info@penrose.law) or +31 20 2400710.

## SHAREHOLDERS RESOLUTIONS

dated [●]

by unanimous written consent without a meeting of the shareholders of  
[●] B.V.

### THE UNDERSIGNED,

1. [●], a limited company incorporated under [●] law, having its registered office address at [address], registered with the chamber of commerce of [●] under number [●];
2. [●], a limited company incorporated under [●] law, having its registered office address at [address], registered with the chamber of commerce of [●] under number [●]
3. [●], a limited company incorporated under [●] law, having its registered office address at [address], registered with the chamber of commerce of [●] under number [●]

acting in their capacity as shareholders (the **Shareholders**) of [●] B.V., a private limited liability company, incorporated under Dutch law, having its official seat (*statutaire zetel*) in [Amsterdam], the Netherlands and having its registered office address at [address], the Netherlands, registered with the chamber of commerce under number [●] (the **Company**), hereby adopts the following resolutions by unanimous written consent without a meeting,

### WHEREAS:

- (A) the Shareholders are the holders, including the legal and economical ownership, of the entire issued and outstanding share capital of the Company;
- (B) there are no holders of meeting rights (*vergadergerechtigden*) within the meaning of Section 2:227 (2) of the Dutch Civil Code (*Burgerlijk Wetboek*) other than the Shareholders and no right of usufruct (*vruchtgebruik*) or right of pledge (*pandrecht*) has been created in or on any shares in the capital of the Company;
- (C) pursuant to Section 2:238 of the Dutch Civil Code and the articles of association of the Company (the **Articles of Association**), the Shareholders are permitted to adopt resolutions by unanimous written consent without a meeting, provided that (i) all persons entitled to attend this meeting have consented to this, (ii) the board of directors of the Company (the **Board**) has been given the opportunity to give advice prior to the resolutions and (iii) the votes have been cast in writing;

**DETERMINES AND CONFIRMS THAT:**

1. [CHECK] the Shareholders have not adopted any resolution relating to the merger (*fusie*), division (*splitsing*), dissolution (*ontbinding*), bankruptcy (*faillissement*), provisional bankruptcy (*benoeming stille bewindvoerder*), debt relief (*sanering van schulden*) or suspension of payment (*surseance van betaling*) of the Company;
  2. [CHECK] each member of the Board has been given the prior opportunity to give advice (*advies uitbrengen*) within the meaning of Section 2:238 (2) of the Dutch Civil Code;
  3. [CHECK] the general meeting of shareholders of the Company has not given instructions pursuant to the Articles of Association to the Board that may be relevant in connection with these shareholder resolutions and, if applicable, the transactions contemplated therein;
  4. [CHECK] no supervisory board (*raad van commissarissen*) is currently in place at the Company and the Company is not required to install a supervisory board;
  5. [CHECK] no works council (*ondernemingsraad*) is currently in place at the Company and the Company is not required to install a works council;
- (B) [CHECK] the Company does not violate any provisions of its current Articles of Association, any other constitutional document of the Company nor Dutch law by concluding the resolutions.

**IT IS THEREFORE HEREBY RESOLVED:**

1. [to extend the period for drafting the annual accounts as referred to in section 2:210, par. 1 of the Dutch Civil Code;]
2. [to adopt the financial accounts of the Company for the year [●];]
3. [to grant discharge (*decharge*) to the Board for its policies as follow from the financial accounts of the Company, as adopted, and from the documents that have been disclosed to the general meeting of Shareholders;]
4. [other resolutions];
5. that these resolutions may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document and that each signatory may deliver a signed copy of these resolutions by email and that any such emailed copy shall be deemed to be an original for all purposes.

**FOR AND ON BEHALF OF THE SHAREHOLDERS:**

[name Shareholder 1]

[name Shareholder 2]

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Name: [●]

Title: [●]

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Name: [●]

Title: [●]

[name Shareholder 3]

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Name: [●]

Title: [●]