

[COMPANY NAME]

REGISTRATION NO.: [COMPANY REGISTRATION NUMBER]

ADDRESS: [COMPANY ADDRESS]

(the "Company")

WRITTEN BOARD RESOLUTIONS OF THE COMPANY

1. BACKGROUND/PURPOSE

- 1.1 These resolutions relate to the issuance and allotment of [Number] [Ordinary Shares] (the "Shares") to [Investor Name] (the "Investor") for a total subscription price of [USD Subscription Amount] (the "Subscription Amount").
- 1.2 Capitalised terms and expressions defined in the Subscription Agreement shall have the same meanings when used in these resolutions, unless otherwise defined herein.

2. DIRECTORS' INTERESTS

- 2.1 It is noted that no Director has a personal interest, direct or indirect, in the matters contemplated by these resolutions which require disclosure in accordance with the Company's constitution, applicable law or otherwise or which might disqualify that Director from approving these resolutions.

3. CONSIDERATION

- 3.1 The Directors have received and considered copies of the latest drafts of the Documents.
- 3.2 It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
- 3.3 It is the opinion of the Directors that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
- 3.4 The Directors have received and noted that the Company's shareholders copies of the latest drafts of the documents (the "Document") described **Schedule 1 (Transaction Documents)**.

4. RESOLUTIONS

- 4.1 The Directors hereby unanimously approve and resolve that:
- 4.1.1 subject to the receipt of the Subscription Amount from the Investor, the Subscription Shares shall be issued and allotted to the Investor;
- 4.1.2 the Company's entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
- 4.1.3 the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
- 4.1.4 each director (each an "Authorised Signatory"), and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Subscription Shares on behalf of the Company; and
- 4.1.5 each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and the matters contemplated by them.

5. RATIFICATION

- 5.1 It is resolved that any and all actions of the Company and/or the Directors taken prior to the date of these resolutions in connection with the Transfer are hereby ratified, confirmed and approved.

6. FILING

- 6.1 Each Director is authorised to complete any filing with any authorities, company or person required in relation to these resolutions and/or the Transfer.

SAMPLE