

BOARD RESOLUTIONS

APPROVAL OF THE TRANSFER OF SHARES

[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 approval of the transference of certain shares in the Company.

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 It is the opinion of the Directors and the Company transferring the Shares, that the transfer of Shares, will be in the long term benefit and interests of the Company and its stakeholders.
- 3.2 It is the opinion of the Directors and the Company transferring the Shares that the transfer of Shares does not conflict or result in any breach of any other documents to which the Company is a party.

4. RESOLUTIONS

- 4.1 The Directors hereby unanimously approve and resolve that:
- a. subject to having obtained the prior written consent and waiver of pre-emption rights of the Company's existing shareholders, in accordance with the provisions of the Constitution of the Company, the transfer of [Number] [Class of Shares] (the "Shares") in the capital of the Company from [Seller] to [Buyer] shall be noted and approved (the "Transfer");
 - b. the date of the Transfers shall be effective upon the updating by the Company's register of shareholders;
 - c. the existing share certificates issued to [Buyer] in respect of the Shares be cancelled; and
 - d. new share certificates certifying [Buyer] as the registered holder of the Shares be issued.

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.