

SHAREHOLDER RESOLUTIONS

APPOINTMENT OF AUDITOR

[COMPANY NAME]

REGISTRATION NO.: [COMPANY REGISTRATION NUMBER]

ADDRESS: [COMPANY ADDRESS]

(the "Company")

WRITTEN SHAREHOLDERS RESOLUTIONS – ORDINARY RESOLUTIONS

1. BACKGROUND/PURPOSE

- 1.1 Pursuant to applicable law and the constitution of the Company, the directors of the Company have proposed that the following resolutions be passed as ordinary resolutions.
- 1.2 These resolutions relate to the appointment of [AUDITOR NAME] as auditor of the Company.

2. CONSIDERATION

- 2.1 Copies of the latest drafts of the Documents have been received and considered by the undersigned Shareholders.
- 2.2 It is the opinion of the undersigned Shareholders that:
- (a) the appointment of [AUDITOR NAME] as auditor of the Company; and
 - (b) entry into the Documents and performance by the Company of its obligations under them;
- will be for the long-term benefit and interests of the Company and its stakeholders.

3. RESOLUTIONS

- 3.1 The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company's constitution) agree by way of ordinary resolution that:
- (a) [AUDITOR NAME], a certified public accountant be and is hereby appointed as auditor of the Company;
 - (b) the directors of the Company be authorised to agree to the compensation to be paid to [AUDITOR NAME];
 - (c) the appointment of the Auditor shall be effective from [Date];
 - (d) the Company's entry into the Documents and undertaking the matters contemplated by them, will be within the powers and objects of the Company as set out in its constitutional documents;
 - (e) the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
 - (f) 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 Documents on behalf of the Company; and
 - (g) 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.

4. RATIFICATION

- 4.1 The undersigned Shareholders agree that any and all actions of the Company and/or its Authorised Signatories taken prior to the date of these resolutions in connection with the appointment of [AUDITOR NAME], the Documents and/or the matters contemplated thereby be ratified, confirmed and approved.

5. FILING

- 5.1 The undersigned Shareholders agree that each director is authorised to complete any filing with any authority, company or person required to give effect these resolutions.