SHAREHOLDER RESOLUTIONS

DECLARATION OF DIVIDENDS

SAMPLE

[COMPANY NAME]

REGISTRATION NO.: [COMPANY REGISTRATION NUMBER]

ADDRESS: [COMPANY ADDRESS]

(the "**Company**")

WRITTEN SHAREHOLDERS RESOLUTIONS – ORDINARY RESOLUTIONS

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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 a proposed declaration of dividends by the Company (the "**Dividend**") which shall be calculated as follows:

(a) [Amount] per [Ordinary Share] held in the Company.

2. CONSIDERATION

2.1 The Shareholders have considered the level of the Company's distributable reserves as of the date of these resolutions.

2.2 The Shareholders consider that the Dividends may be fully met out of the Company's distributable reserves.

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) subject to compliance with the constitution of the Company and applicable law, the Company shall declare the Dividends; and

(b) the Company shall pay the Dividends to all eligible Shareholders on or about [Date].

4. RATIFICATION

4.1 The undersigned Shareholders agree that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the Dividends are 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.

SAMPLE