# SHAREHOLDER RESOLUTIONS

**ENTRY INTO LOAN AGREEMENT**

**[COMPANY NAME]**

**REGISTRATION NO.: [COMPANY REGISTRATION NUMBER]**

**ADDRESS: [COMPANY ADDRESS]**

(the "**Company**")

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**WRITTEN SHAREHOLDER 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 [Amount of Loan] [Type of Loan e.g. ."Term Loan"] (the "**Facilities**") to be provided under a facility agreement to be entered into between, amongst others, the Company and [Lead Bank's Name] (the "**Bank**") (the "**Facilities Agreement**").

1.3 As a precondition to the Facilities being provided to the Company under the Facilities Agreement, it is required that the Company enter into the Documents.

## 2. CONSIDERATION

2.1 The Shareholders have received and considered copies of the latest drafts of the Documents.

2.2 It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them:

(a) will be for the long-term benefit and interests of the Company and its stakeholders.

(b) will not conflict with or result in any breach by the Company of any other documents to which the Company is a party.

## 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) 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;

(b) the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;

(c) 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

(d) 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 that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the Documents and matters contemplated thereby 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.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS**

**DATE:** [●]

______________________________

**Signature:**

______________________________

**Name:**

Shareholder

______________________________

**Title:**

______________________________

**Signature:**

______________________________

**Name:**

Shareholder

______________________________

**Title:**

**NOTES TO SHAREHOLDERS:**

1. To signify your agreement to the Resolution, you must:

   1.1 sign this document where indicated above;

   1.2 return the signed document to the Company; and

   1.3 ensure that this document is received by the Company no later than [Date] (the "**Deadline**").

2. If you are signing on behalf of a corporate entity, please state the entity's name and your position at that entity.

3. If the resolutions are not passed by the Deadline, they will lapse.

4. Once given, your agreement to these resolutions may not be revoked.

## SCHEDULE 1 | DOCUMENTS

In these resolutions, the term "**Documents**" shall mean:

1. the Facilities Agreement;
2. [DOCUMENT DESCRIPTION]; and
3. [DOCUMENT DESCRIPTION].