SHAREHOLDER RESOLUTIONS

ISSUING AND ALLOTMENT OF SHARES

[COMPANY NAME]

REGISTRATION NO.: [COMPANY REGISTRATION NUMBER]

ADDRESS: [COMPANY ADDRESS]

(the “**Company**”)

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 the issuance and allotment of [Number] of [Type of Shares] in the Company (the "**Shares**") to [INVESTOR NAME] (the "**Investor**") for a total subscription price of [Total Amount to be Paid by the Investor] (the "**Subscription Amount**").

2. CONSIDERATION

2.1 All eligible Shareholders have received and considered the copies of the latest drafts of the Documents (as defined in Schedule 1).

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) subject to the receipt of the Subscription Amount from the Investor, the Shares shall be issued and allotted to the Investor;

(b) 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;

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

(d) 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

(e) 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 the Shareholders taken prior to the date of these resolutions in connection with the Documents, and/or the issuance and allotment of Shares are hereby 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.