SHAREHOLDER RESOLUTIONS

APPROVAL OF THE TRANSFER 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 approval of the transfer (the "**Transfer**") of [Number] of [Type of Shares] in the Company (the "**Shares**") from [Transferor] (the "**Transferor**") to [Transferee] (the "**Transferee**").

2. CONSIDERATION

2.1 It is the opinion of the undersigned Shareholders that the Transfer will be for the long-term benefit and interests of the Company and its stakeholders.

2.2 It is the undersigned Shareholders that the Transfer does not conflict or result in any breach of any other documents to which the Company is a party.

2.3 It is noted that each Shareholder of the Company has confirmed its consent to the Transfer and its waiver of any pre-emption rights it may have in relation to the Shares or the Transfer.

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 transfer of the Shares from the Transferor to the Transferee is noted and approved by the Company;

(b) the Transfer shall be effective on the date that the Company updates its register of shareholders;

(c) the existing share certificates issued to the Transferor in respect of the Shares are cancelled; and

(d) new share certificates certifying that the Transferee is the registered holder of the Shares shall be issued.

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 Transfer 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.