



**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**DANA PETROLEUM (INTERNATIONAL HOLDINGS) Ltd**

**(company number 02239464)**

**(the "Company")**

Written resolution of the Company pursuant to Chapter 2 Part 13 of the Companies Act 2006 proposed by the directors of the Company, proposed as a special resolution

**SPECIAL RESOLUTION**

That the articles of association of the Company be amended by inserting the following as new article 13

**"13 Registration of shares**

**13.1 Notwithstanding anything contained in these Articles:**

**13.1 1 the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company; and**

**13 1 2 a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares,**

**where in any such case the transfer is or is to be**

**(a) executed by a banking institution to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such banking institution) pursuant to a power of sale under such security;**

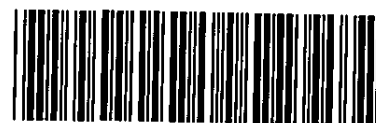
**(b) executed by a receiver or manager appointed by or on behalf of any such banking institution under any such security; or**

**(c) to any such banking institution (or to its nominee) pursuant to any such security**

**A certificate by any officer of such banking institution or of any appointed receiver or manager that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts**

**13.2 Notwithstanding anything contained in these Articles, the Company or the directors (or director if there is only one) of the Company may not exercise any or its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a banking institution nor shall any rights of pre-emption in the Articles be deemed to apply to any such mortgaged, charged or pledged shares "**

THURSDAY



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COMPANIES HOUSE



**Circulation date:** ~~30 March~~ 2014

**Registered office:** 5th Floor, 6 St Andrew Street, London EC4A 3AE

**Agreement to written resolution**

We, the undersigned, being the person entitled to vote on the above resolution, irrevocably agree to such resolution:

A handwritten signature in black ink, consisting of a series of loops and curves, positioned above the text "Duly authorised for and on behalf of".

**Duly authorised for and on behalf of**  
**Dana Petroleum Public Limited Company**

**Date of agreement to the resolutions:** ~~30 March~~ 2014



## **ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION**

The directors of Dana Petroleum (International Holdings) Limited have proposed that the attached written resolution be passed as a special resolution by members pursuant to section 288 of the Company's Act 2006

### **How to agree to this resolution**

You can choose to signify your agreement to the proposed written resolution by signing and dating the attached resolution and returning it to the company using one of the following methods

- (a) **By hand:** by delivering it to the Company Secretary of Dana Petroleum (International Holdings) Limited
- (b) **By Post:** by posting it to the Company Secretary of Dana Petroleum (International Holdings) Limited, Kings Close, 62 Huntly Street, Aberdeen, AB10 1RS

If you do not agree to the resolution you do not need to do anything. You will not be deemed to agree if you fail to respond.

### **What is the deadline for confirming agreement?**

The attached written resolution must be passed by 30<sup>th</sup> January 2014 and, if you agree to the resolution, you must ensure that your agreement reached us before or on that date by complying with the steps set out above. If not passed by that date the written resolution will lapse and the agreement of any member signified after that date will be ineffective. If you do not agree to the resolution, you do not need to do anything. Once you have given your agreement in accordance with the steps set out above, you may not revoke such agreement.

### **Joint Holders**

In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

### **Powers of Attorney**

If you are signing this document on behalf of a person under a power of attorney or other authority you must send a copy of the relevant power of attorney or authority when returning this document.