

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**SHELL ENERGY RETAIL LIMITED**

**Company Number: 05070887**

**(the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE**

**WITH SECTION 291 OF THE COMPANIES ACT 2006**

**ORDINARY RESOLUTION**

- (a) "THAT, in accordance with section 551 of the Companies Act 2006, the Directors of the Company be and are hereby generally and unconditionally authorised to allot and issue shares in the Company in aggregate up to 42,000 Ordinary shares with a nominal value of GBP 1 each in the Company for cash consideration at an issue price of GBP 1 per Ordinary share, for a period of five years from the date of this resolution unless renewed, varied or revoked by the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired; and
- (b) This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities."

By order of the board:

  
.....  
Secretary

Date: 28 November, 2019

