

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Shell QGC Holdings Limited

Company Number: 06560284
(the "Company")

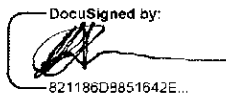
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

That:

- (A) The issued share capital of the Company be reduced:
- (i) from £813,159,128.16 to £0.72 by the cancelling and extinguishing 1,129,387,677 issued Ordinary A shares of £0.72 each in the Company (each of which is fully paid up);
 - (ii) from US\$3,177,956,390.06 to US\$0.52601087 by the cancelling and extinguishing 6,041,617,333 issued Ordinary B shares of US\$0.52601087 each in the Company (each of which is fully paid up); and
 - (iii) by way of a reduction of the share premium on A Redeemable Preference Shares for the AUD equivalent of and up to US\$689,667,719.30.
- (B) The amount by which the issued share capital is so reduced by credited to a reserve accordingly.

By order of the board:

DocuSigned by:

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David Warrilow

Director

Date: 6 July 2021

THURSDAY



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08/07/2021

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COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 6 July 2021 (the "**Circulation Date**").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an *authenticated document* –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution;
 - (B) the document must be sent to the Company in hard copy form or in electronic *form*;
 - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 15 days beginning with the Circulation Date.

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.

DocuSigned by:

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For and on behalf of BG Energy Holdings Limited

Michael Dawson

Director

Date: 6 July 2021