

PFP ENERGY LIMITED
(the "Company")

**MEMBERS' WRITTEN RESOLUTIONS PURSUANT TO
CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (the "Act")**

27 July 2018 (the "Circulation Date")

Passed 27 July 2018

We, the undersigned, being the members of the Company entitled to attend and vote at general meetings of the Company, pursuant to Chapter 2 of Part 13 of the Act, hereby AGREE and RESOLVE that the below resolutions take effect as if they had been passed as, in the case of resolution 1, an ordinary resolution and, in the case of resolution 2, a special resolution of the Company at a general meeting duly convened and held.

Ordinary Resolution

1. **THAT** in accordance with section 551 of the Act, the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot B ordinary shares of £0.001 each in the capital of the Company up to a maximum aggregate nominal value of £11.111, A ordinary shares of £0.001 each in the capital of the Company up to a maximum aggregate nominal value of £24.39 and A preference shares of £0.001 each in the capital of the Company up to a maximum aggregate nominal value of £35.644 (the "New Shares"), provided that this authority shall unless renewed, varied or revoked by the Company prior to such date, expire five years from the date of passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require the New Shares to be allotted after such expiry and the directors may allot the New Shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolution

2. **THAT** in accordance with section 570 of the Act and the articles of association of the Company (the "Articles"), the directors be generally empowered to allot the equity securities described in resolution 1 above as if any restrictions as to pre-emption, including but not limited to any restrictions contained in the Articles, did not apply to such allotment, and any rights of pre-emption in connection therewith are hereby waived.

SATURDAY



A16 *A7BNNJ0Q* #370
04/08/2018
COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions (the "Resolutions").

The undersigned, being the members of the Company and entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions. The Resolutions will be passed once sufficient agreement has been received from the required majority of eligible members to the Resolutions.


Signed by PFP Energy Holdings Limited

Date:


Signed by Sands Investment Limited

Date:

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Catherine Hargreaves at JAG Shaw Baker, Berners House, 47 – 47 Berners Street, London, W1T 3NF.
- **Post:** returning the signed copy to Catherine Hargreaves at JAG Shaw Baker, Berners House, 47 – 47 Berners Street, London, W1T 3NF.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to catherine.hargreaves@jagshawbaker.com.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.

4. 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.

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