

Company No. SC309081

**THE COMPANIES ACT 2006**  
**NEO ENERGY (CNS) LIMITED**  
**(THE "COMPANY")**

FRIDAY



SCT \*5900590P\* 13/03/2020 #534  
COMPANIES HOUSE

**WRITTEN RESOLUTIONS**

We, the undersigned, being the sole shareholder of the Company who (at the date of circulation of these resolutions) would be entitled to vote on these resolutions, hereby agree pursuant to Chapter 2 of Part 13 of the Companies Act 2006 to:

- (A) the passing of resolutions 1 and 2 below as special resolutions (the "**Special Resolutions**"); and
- (B) the passing of resolutions 3 to 5 below as ordinary resolutions (the "**Ordinary Resolutions**", and together with the Special Resolutions, the "**Resolutions**"),

by way of written resolutions.

**SPECIAL RESOLUTIONS**

1. **THAT** the giving of the guarantee by the Company under the Facilities Agreement (as defined below), the granting of security under the Transaction Security Documents (as defined in the Facilities Agreement (as defined below)) and the entry into by the Company of the proposed transactions substantially on the terms set out in the Documents (as defined below) will promote the success of the Company for the benefit of its members as a whole.
2. **THAT** neither:
  - a. John Ballie (who is also a director NEO Energy Exploration UK Limited, NEO Energy (Exploration) Limited, NEO Energy (Production) Limited, NEO Energy Enterprises Limited, NEO Energy (SNS) Limited, NEO Energy Oil & Gas Limited and NEO Energy (UKCS) Limited);
  - b. Glen Corrie (who is also a director of NEO Energy Exploration UK Limited, NEO Energy (Exploration) Limited, NEO Energy (Production) Limited, NEO Energy Enterprises Limited, NEO Energy (SNS) Limited, NEO Energy Oil & Gas Limited and NEO Energy (UKCS) Limited);
  - c. Paul Harris (who is also a director of NEO Energy Exploration UK Limited, NEO Energy (Exploration) Limited, NEO Energy (Production) Limited, NEO Energy Enterprises Limited, NEO Energy (SNS) Limited, NEO Energy Oil & Gas Limited and NEO Energy (UKCS) Limited);
  - d. Andrew McIntosh (who is also a director of NEO Energy Exploration UK Limited, NEO Energy (Exploration) Limited, NEO Energy (Production) Limited, NEO Energy Enterprises Limited, NEO Energy (SNS) Limited, NEO Energy Oil & Gas Limited and NEO Energy (UKCS) Limited); and
  - e. Peter Thomas (who is also a director of NEO Energy Exploration UK Limited, NEO Energy (Exploration) Limited, NEO Energy (Production) Limited, NEO

Energy Enterprises Limited, NEO Energy (SNS) Limited, NEO Energy Oil & Gas Limited and NEO Energy (UKCS) Limited),

shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such companies entering into or otherwise being interested in some or all of the Documents (as defined below) and/or the transactions contemplated thereby.

#### ORDINARY RESOLUTIONS

[REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

[REDACTED]  
[REDACTED]

[REDACTED]  
[REDACTED]

[REDACTED]

[REDACTED]

**AGREEMENT:**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the above Resolutions on 25 February 2020 hereby irrevocably agrees to the Resolutions.

[REDACTED]

**RANELAGH NOMINEES LIMITED**

Date: 25 February 2020

**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 by delivery to Bracewell (UK) LLP, Tower 42, 25 Old Broad Street, London EC2N 1HQ for the attention of Priyanka Patel acting on behalf of the Company.
2. *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.*
3. Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
4. Unless by 24 March 2020 sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.