

Company No. **SC342665**

Private company limited by shares

WRITTEN RESOLUTIONS

OF

THIRD ENERGY OFFSHORE LIMITED (Company)

Circulated on **28 December 2018**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed by the members that resolutions 1 and 2 below are passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. INCREASE IN SHARE CAPITAL

That pursuant to paragraph 42 Schedule 2, The Companies Act (Commencement No.8, Transitional Provisions and Savings) Order 2008 the statement that "The Company's share capital is £1000 divided into 1000 shares of £1 each" originally set out in paragraph 5 of the Company's memorandum of association (and treated as a provision of the Company's articles of association) be amended to read "The Company's share capital is £46,065,225 divided into 46,065,225 shares of £1 each", and the Company's share capital be increased, in addition to the increase pursuant to a written resolution dated 23 July 2008, by the creation of additional shares, which shall rank *pari passu* with the existing shares.

2. AUTHORITY TO ALLOT

- 2.1 That the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (**2006 Act**) to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £46,035,225 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of this resolution unless sooner revoked or altered by the Company in general meeting, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- 2.2 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act, but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

AGREEMENT

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

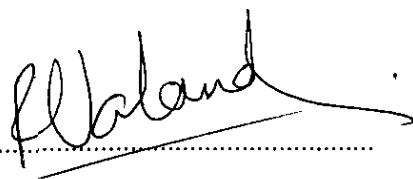
The undersigned, a person entitled to vote on the above resolutions on the date on which these resolutions are circulated, hereby irrevocably agrees to the Ordinary Resolutions:

WEDNESDAY



A08 *A7WAYV28* 02/01/2019 #65
COMPANIES HOUSE

Signature



Name

RASIK VAZANI

Duly authorised for and on behalf of Third Energy Holdings Limited

Date of signature: 28 December 2018