

Company No. SC005122

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ONE-DYAS EOG LIMITED

(the "Company")

8 April 2019

(the "Circulation Date")

We, the undersigned, being the sole member of the Company who, at the Circulation Date of these written resolutions, would be entitled to vote on such resolutions at a general meeting of the Company, irrevocably agree pursuant to Chapter 2 of Part 13 of the Companies Act 2006 to the passing of the following resolutions as special resolutions by way of written resolution.

SPECIAL RESOLUTIONS

THAT the articles of association of the Company (the "**Articles**") be amended as follows:

- (a) Article 3.1 is to be amended by inserting the following as a new Article 3.1:

"Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to any bank, trustee, agent or institution, or to any nominee or any transferee of such entity."; and

- (b) Article 12.1 is to be amended by inserting the following as a new Article 12.1:

"Notwithstanding anything contained in these Articles the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where the transfer is:

- (a) *in favour of a bank or financial institution or any nominee of a bank or financial institution and is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such bank or financial institution; or*
- (b) *by or on behalf of a bank or financial institution or any nominee of a bank or financial institution in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option."*

AGREEMENT

Please read the explanatory notes at the end of this document before signifying your agreement to the special resolutions set out above.

[SIGNATURE PAGE TO FOLLOW]




A.F.D. Berger
Director
for and on behalf of
DYON UK LIMITED

Date: 8 April 2019


J.H. de Ruyter van Steveninck
Director

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company either in hard copy form or electronic form. If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the resolution to pass within 28 days from the Circulation Date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during 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.