

31 May 2018 the "Circulation Date"

WRITTEN RESOLUTIONS

MYTRAH ENERGY LIMITED

Company No.52284

(the "Company")

Pursuant to Section 175 (2) (b) of The Companies (Guernsey) Law, 2008 (as amended)

Pursuant to Section 182 of The Companies (Guernsey) Law, 2008, the undersigned, being the members of the Company who, at the Circulation Date, were entitled to vote on the following resolutions as if the same were proposed at a general meeting of the Company (the "**Eligible Members**") **HEREBY RESOLVES** that the following resolutions be and are hereby approved as special resolutions of the Company, such resolutions being deemed to be passed when the requisite majority of Eligible Members has signified its agreement to them by signing, dating and returning the instrument to the Company in accordance with the instructions in the notes below.

Please refer to the notes at the end of this document before signifying your approval of any of the resolutions set out herein.

SPECIAL RESOLUTIONS

IT IS HEREBY RESOLVED THAT the existing Articles of Incorporation of the Company are amended in the following manner:

1. By insertion of the following new definitions in article 1 after 'Secretary' and before 'Significant Shareholder:

Secured Party: Means any person entitled to the benefit of a Security Interest over any Certificated shares in the Company or any person acting as agent, trustee or nominee for that person.

Security Interest: Means a security interest created in accordance with the Security Interests (Guernsey) Law, 1993.

2. A new Article 13A shall be inserted after Article 13 as follows:

13A. SECURITY OVER CERTIFICATED SHARES

13A.1 Despite anything to the contrary contained in these Articles, a Member may create a Security Interest over any of the Member's Certificated shares (the "**Secured Shares**") pursuant to an instrument in writing (the "**Security Agreement**"), and the following provisions shall apply:

- 13A.1.1 while any Secured Shares are subject to a Security Interest, the Company may not:
- (a) register any transfer of any of the Secured Shares;
 - (b) purchase, redeem or otherwise acquire any of the Secured Shares; or
 - (c) issue any replacement share certificate for any of the Secured Shares,
- without the written consent of the Secured Party;

- 13A.1.2 the Directors must, and must procure any registrar engaged on behalf of the Company to, promptly register (and not decline to register) any transfer of any Secured Shares to any person made under, or in connection with, the Security Agreement;
- 13A.1.3 no fee is payable in relation to the registration of any transfer of any Secured Shares made under, or in connection with, the Security Agreement;
- 13A.1.4 no suspension of the registration of transfers of shares will apply to any transfer of any Secured Shares made under, or in connection with, the Security Agreement;
- 13A.1.5 all Secured Shares are exempt from any present or future lien in favour of the Company that might otherwise arise and the forfeiture provisions of the Articles; and
- 13A.1.6 a written notice from an authorised signatory or agent of the Secured Party that:
 - (a) a transfer of Secured Shares is being made under, or in connection with, the Security Agreement; or
 - (b) those Secured Shares remain subject to the Security Interest,
 will (in the absence of fraud) be conclusive evidence of that fact.

3. The existing Article 19.1 shall be deleted and replaced with the following new Article 19.1:

19.1 The number of the Directors shall be not less than two and there shall be no maximum number unless otherwise determined by the Company by Ordinary Resolution.

.....
 [Name of Shareholder]
 Date _____ 2018

.....
 Shares voted in favour
 Either specify that all shares are voted in favour or number of shares voted in favour

.....
 [Name of Shareholder]
 Date _____ 2018

.....
 Shares voted in favour
 Either specify that all shares are voted in favour or number of shares voted in favour

.....
[Name of Shareholder]

Date _____ 2018

.....
Shares voted in favour
Either specify that all shares are voted in
favour or number of shares voted in favour

NOTES

1. Please signify your agreement to the resolution proposed herein by signing and dating your copy (on the date of signing) and returning a pdf or fax copy to the Company as soon as possible, with the original signed copy returned to the Company immediately to be kept with the Company books.
2. The resolution set out herein will lapse if not passed within 28 days of the date of circulation of this resolution.
3. If you wish to cast all of your votes for or against a resolution you should signify your agreement by signing and dating this document where indicated above, specifying that you wish to cast all your votes for the resolution.
4. If you wish to cast only certain votes "For" and certain votes "Against" a resolution, you should indicate the number of shares that you vote in favour of the resolution beside your signature.