**SHAREHOLDER RESOLUTIONS**

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| **ISSUING AND ALLOTMENT OF SHARES** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

|  |
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| **WRITTEN SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
   2. These resolutions relate to the issuance and allotment of 100,000 Ordinary Shares (the "**Shares**") to [Name] (the "**Investor**") for a total subscription price of USD 1,000,000 (the "**Subscription Amount**").
2. CONSIDERATION
   1. All eligible Shareholders have received and considered the copies of the latest drafts of the Documents (as defined in SCHEDULE 1 | DOCUMENTS).
   2. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company’s constitution) agree by way of ordinary resolution that:
      1. subject to the receipt of the Subscription Amount from the Investor, the Shares shall be issued and allotted to the Investor;
      2. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      3. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      4. each director (each an "**Authorised Signatory**"), and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      5. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and the matters contemplated by them.
4. RATIFICATION
   1. The undersigned Shareholders agree that any and all actions of the Company and/or the Shareholders taken prior to the date of these resolutions in connection with the Documents, and/or the issuance and allotment of Shares are hereby ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each director is authorised to complete any filings with any authorities, company or person required in relation to the Documents, these resolutions or the issuance and allotment of the Shares.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

* To signify your agreement to the Resolution, you must:
  + sign this document where indicated above;
  + return the signed document to the Company; and
  + ensure that this document is received by the Company no later than the notified date to you by the Company.
* If the resolutions are not passed by such date, they will lapse.
* Once given, your agreement to these resolutions may not be revoked.

**SCHEDULE 1 | DOCUMENTS**

In these resolutions, the term "Documents" shall mean:

1. Subscription Agreement to be entered into by the Company and the Investor.
2. Shareholder Agreement to be entered into by, amongst others, the Company and the Investor.
3. [Document description].