

**GOLAR-NOR (UK) LIMITED**  
**(company number 03238016)**  
**(the "Company")**

MONDAY



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24/01/2022

#104

COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

**Circulation date: 11 January 2022**

**1 Preamble**

- 1.1 The undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that the resolutions below (the "**Resolutions**") are passed, in the case of 2.1 to 2.7, as ordinary resolutions of the Company and, in the case of 3.1 to 3.2, as special resolutions of the Company, each pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- 1.2 Capitalised terms used and not otherwise defined in the Resolutions shall have the meanings given in the written resolutions of the directors of the Company scheduled to these Resolutions (the "**Board Resolutions**").

**2 Ordinary Resolutions**

- 2.1 **THAT** the entry into and performance by the Company of the Documents to which it is party and the transactions contemplated thereby would promote the success of the Company for the benefit of its members as a whole and are hereby approved.
- 2.2 **THAT** the terms of the Documents to which the Company is party and the performance by the Company of its obligations thereunder are hereby approved, in each case, with such amendments thereto as any Director of the Company may in their absolute discretion approve.
- 2.3 **THAT** any Director is hereby instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents as he shall in his discretion deem necessary or appropriate.
- 2.4 **THAT** all other transactions, documents and other matters set out in or contemplated by the Board Resolutions are hereby approved.
- 2.5 **THAT** any step taken or act done by any Director of the Company in connection with the Documents and/or the transactions contemplated thereby prior to the date of these Resolutions is hereby approved, authorised and ratified.
- 2.6 **THAT** any step taken, act done or document executed pursuant to the foregoing Resolutions shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the Directors of the Company contained in or incorporated

by reference in the Articles, any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing Resolutions.

2.7 **THAT** the Directors of the Company be instructed to arrange for:

- (a) all necessary and appropriate entries to be made in the books and registers of the Company; and
- (b) all appropriate forms and documents to be filed at Companies House.

### **3 Special Resolutions**

3.1 **THAT** the Articles be altered by the insertion of the following as a new Article 3.3:

*"3.3 Notwithstanding anything contained in these articles or otherwise, any lien contained in these articles or otherwise shall not apply to any transfer of shares where such transfer is:*

- (a) in favour of any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity acting on behalf of, such bank, lender, financial institution or other person) (a **Financial Institution**) to which or whom such shares are being transferred by way of security (whether such Financial Institution is acting as agent, trustee or otherwise);*
- (b) duly executed by a Financial Institution to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale under any security document which creates any security interest over such shares; and/or*
- (c) duly executed by a receiver appointed by a Financial Institution pursuant to any security document which creates any security interest over such shares."*

3.2 **THAT** the Articles be altered by the insertion of the following as a new Article 4.2:

*"4.2 Notwithstanding anything contained in these articles or otherwise, any restrictions on the transfer of shares contained in these articles or otherwise shall not apply to, and the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:*

- (a) in favour of a Financial Institution to which or whom such shares are being transferred by way of security (whether such Financial Institution is acting as agent, trustee or otherwise);*
- (b) duly executed by a Financial Institution to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale under any security document which creates any security interest over such shares; and/or*

- (c) *duly executed by a receiver appointed by a Financial Institution pursuant to any security document which creates any security interest over such shares.*”

[Signature page follows]

**SCHEDULE**  
**Board Resolutions**

**Agreement:**

We, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, agree that the Resolutions be passed as ordinary and special resolutions of the Company.

Handwritten signature of G.M. Mitchell in black ink.

For and on behalf of

**Altera Infrastructure Production Holdings Limited**

Date: 11 January 2022

**Important:**

To signify your agreement to the Resolutions, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
- deliver it by hand or send it by post to the Company's registered office;
- fax a copy of the signed document to Kirkland & Ellis International LLP marked "For the attention of Cameron Russell" to 30 St Mary Axe, London, EC3A 8AF; or
- attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to [cameron.russell@kirkland.com](mailto:cameron.russell@kirkland.com).

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.

Unless, by (and including) the date falling 28 days from the circulation date of these Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Note: Once given, your agreement may not be revoked.