

COMPANY NO. 03588431

DVB TRANSPORT FINANCE LIMITED
(the *Company*)

Private Company Limited by Shares

WRITTEN RESOLUTION

Circulation Date: 11 November 2021 (the *Circulation Date*)

The directors of the Company propose that the following resolution (the ***Resolution***) be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006 (the ***Act***). Resolution (1) is being proposed as a special resolution and Resolution (2) as an ordinary resolution.

SPECIAL RESOLUTION

THAT:

- (1) the articles of association of the Company be amended to include a new article 32B as follows:

32B "Regulation 110(a) of Table A shall be amended by means of the addition of the following underlined words: "(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve or capital contribution reserve."

ORDINARY RESOLUTION


THAT:


- (2) subject to the special resolution above being passed, the directors of the company be authorised to:
- (a) capitalise an amount standing to the credit of the Company's capital contribution reserve equal to USD 25,904,000; and
 - (b) appropriate such amount to DVB Bank SE who is, on the date of this resolution, registered as the sole member and holder of all the issued ordinary shares in the Company, such amount to be applied on its behalf in paying up in full 19,174,141 new ordinary shares of £1 each in the Company.

AGREEMENT

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

The undersigned, the person entitled to vote on the Resolution on 11 November 2021, hereby irrevocably agrees to the Resolution and confirms that it has received a copy of the Solvency Statement at or before the time it received the copy of the Resolution as required by 642(2) of the Companies Act 2006.


.....
on behalf of DVB Bank SE
RALF BEDRANOWSKY


.....
on behalf of DVB Bank SE
RAINER JAKUBOWSKI

Date: 11 NOVEMBER 2021

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 using one of the following methods:

- **by hand:** delivering the signed copy to Angelique Kounis; or
- **by email:** by attaching a scanned copy of the signed document to an email and sending it to Angelique Kounis.

2. 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.

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

4. Unless, by 9 December 2021, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us by this date.