

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

NOVERA ENERGY LIMITED
Company Number: 06163576

(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

ORDINARY RESOLUTIONS

Resolution 1

That, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby unconditionally authorised to allot new ordinary shares of £1.00 each to Novera Acquisitions Limited up to an aggregate nominal value amount of £61,979,000.00 (the "**Bonus Shares**") (provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 24 April 2022).

Resolution 2

That, in accordance with article 46 of the Company's articles of association, the directors of the Company be and are hereby unconditionally authorised to capitalise the merger reserve of the Company in an amount of £61,979,000.00, and to use such capitalised amount to pay-up the Bonus Shares allotted under Resolution 1.

SPECIAL RESOLUTION

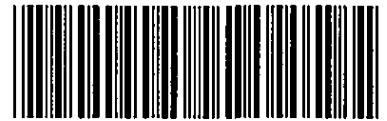
Resolution 3

That, as at the date on which this special resolution is passed:

- a. the share premium account of the Company be reduced by £13,787,416.94 to zero; and
- b. the share capital of the Company be reduced to £0.05 by:
 - (i) cancelling and extinguishing 144,831,189 issued ordinary shares with a nominal value of £0.05 each; and
 - (ii) subject to the passing by the Company's sole shareholder of Resolution 1 and Resolution 2, cancelling and extinguishing 61,979,000 issued ordinary shares with a nominal value of £1.00 each,

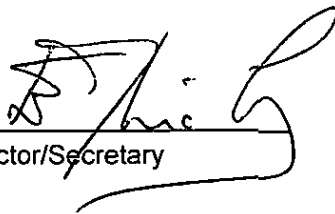
with the capital being subsequently repaid to shareholders by way of an interim dividend.

TUESDAY



LD1 *L653LRSZ* 25/04/2017 #73
COMPANIES HOUSE

By order of the board:



Director/Secretary

25 April 2017

Date

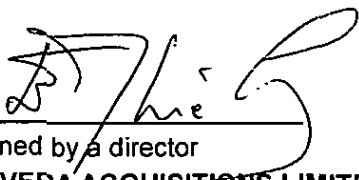
INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 25 April 2017 (the "Circulation Date").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document:
 - (i) identifying the resolution to which it relates; and
 - (ii) indicating his/her/its agreement to the resolution;
 - (B) the document must be sent to the Company in hard copy form or in electronic form;
 - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolution within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, **NOVERA ACQUISITIONS LIMITED** (company number 06514229), being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006;
2. hereby resolve and agree that Resolution 1 be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as an ordinary resolution;
3. hereby resolve and agree that Resolution 2 be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as an ordinary resolution; and
4. hereby resolve and agree that Resolution 3 be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution;


Signed by a director
NOVERA ACQUISITIONS LIMITED

date: 25 April 2017