

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**Shell QGC Upstream 1 Limited**

**Company Number: 06560238  
(the "Company")**

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

**SPECIAL RESOLUTION**

That:

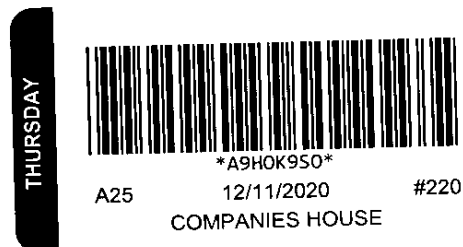
- (A) The issued share capital of the Company be reduced from AUD20,229,207,833 to AUD3,229,207,833 by cancelling and extinguishing 17,000,000,000 issued Ordinary B shares of AUD 1.00 each in the Company (each of which is fully paid up); and
- (B) The amount by which the issued share capital is so reduced be credited to a reserve accordingly.

By order of the board:

DocuSigned by:  
*Helen Day*  
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Secretary

Date: 9 November 2020



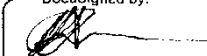
# **INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006**

1. *Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.*
2. *The circulation date of the written resolution is 9 November 2020 (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. *The period for agreeing to the written resolution is the period of 15 days beginning with the Circulation Date.*

## **AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS**

We, being the eligible member of the Company:

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

DocuSigned by:  
  
 821186D8851642E

Date: 9 November 2020

For and on behalf of Shell QGC Holdings Limited