

Company number
06560238

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN ORDINARY RESOLUTIONS
OF
SHELL QGC UPSTREAM 1 LIMITED
(THE "COMPANY")

The following resolutions were passed as a written Ordinary Resolutions on 6 July

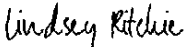
2021 by the sole eligible member of the Company:

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the sole member of the Company agreed to the following resolutions being passed as ordinary resolutions

- 1 **THAT** any steps taken by the directors of the Company to exercise any power to offer, allot or otherwise dispose of any shares in the Company is approved and ratified, in accordance with section 171 of the 2006 Act
- 2 **THAT**
 - a the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all power of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company up to a maximum nominal amount of USD3,040m,
 - b this authority shall expire at the close of business on 6 July 2026,
 - c the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires,
 - d this authority shall be in addition to all existing authorities under section 550 or 551 of the Companies Act 2006, and
 - e ratify the allotment of 2,531,138,172 Ordinary B shares of 1 AUD each made on 25 November 2020.

By order of the board:

DocuSigned by:


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Director

Date: 6 July 2021

THURSDAY



A18 *AA8BWTV5* #119
08/07/2021
COMPANIES HOUSE

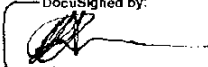
INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

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 6 July 2021 (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 an ordinary resolution.

DocuSigned by:

821186D9851642E

Date: 6 July 2021

For and on behalf of Shell QGC Holdings Limited

David Warrilow

Director