

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Shell QGC Upstream 1 Limited

Company Number: 06560238
(the "Company")

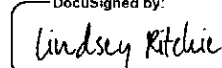
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

That:

- (A) The issued share capital of the Company be reduced from AUD5,760,346,005 to AUD760,346,005 by cancelling and extinguishing 5,000,000,000 (5 billion) issued Ordinary-B shares of AUD1.00 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:

91C4300A1EAD479

Lindsey Ritchie

Director

Date: 6 July 2021

THURSDAY



AA8BWTVD

A18

08/07/2021

#120

COMPANIES HOUSE

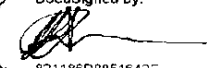
INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

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 a special resolution.

DocuSigned by:

821186D9851642E

Date: 6 July 2021

For and on behalf of Shell QGC Holdings Limited

David Warrilow

Director