

THE COMPANIES ACT 2006

NEPTUNE ENERGY GROUP HOLDINGS LIMITED

(THE "COMPANY")

WRITTEN RESOLUTION

We, the undersigned, being the sole shareholder of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to Chapter 2 of Part 13 of the Companies Act 2006 to the passing of:

- (A) resolutions 1 to 3 below as ordinary resolutions (the "**Ordinary Resolutions**"); and
- (B) resolutions 4 and 5 below as a special resolution (the "**Special Resolution**", together with the Ordinary Resolutions, the "**Resolutions**"),

by way of written resolutions.

ORDINARY RESOLUTIONS

1. **THAT**, in respect of the following documents:

- a. the account bank agreement to be entered into between, among others, the Company and the Account Bank (as defined in the \$2,000,000,000 borrowing base facility agreement dated 11 May 2017 between, among others, the Company as borrower and ING Bank N.V. as agent (the "**Agent**") (the "**Facility Agreement**"));
- b. an accession deed in relation to the Facility Agreement and the Subordination Deed (as defined in the Facility Agreement), to be entered into by the Company, Neptune Energy Finance Limited, the Agent and Citibank, N.A., London Branch as security agent (the "**Security Agent**");
- c. a written shareholder resolution of Neptune Energy Finance Limited requesting that the Company approves the terms of, and the transactions contemplated by, the transaction documents in connection with the accession by Neptune Energy Finance Limited to the Facility Agreement;
- d. an accession deed in relation to the Facility Agreement and the Subordination Deed (as defined in the Facility Agreement), to be entered into by the Company, Neptune Energy Capital Limited, the Agent and the Security Agent;
- e. an English law security agreement in respect of the Company's shares in Neptune Energy Finance Limited to be entered into by the Company as chargor and the Security Agent (the "**Share Charge**");
- f. the director's certificate to be delivered by the Company on the Closing Date (as defined in the Facility Agreement);
- g. the loan agreement to be entered into by the Company and Engie E&P International S.A. in connection with the Acquisition;
- h. an indemnity to be entered into by the Company and ING Bank N.V. in connection with certain foreign exchange transactions to be completed in connection with the Acquisition (as defined in the Facility Agreement);
- i. any utilisation requests delivered by the Company in connection with the Facility Agreement; and
- j. any document ancillary or related to the above documents,

together, the "**Documents**",



the terms of and the transactions contemplated by the Documents be and are hereby approved and that the Company enter into the Documents;

2. **THAT** the directors of the Company have authority to approve the terms of and the transactions contemplated by the Documents and any related or ancillary document;
3. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association; and

SPECIAL RESOLUTION

4. **THAT** the granting of security under the Share Charge and the entry into by the Company of the proposed transactions substantially on the terms set out in the Documents will promote the success of the Company for the benefit of its members as a whole.
5. **THAT** neither Peter Neil Thomas nor William Samuel Hugh Laidlaw who are also directors of the Company ^{Neptune Energy Capital Limited and} ~~and Neptune Energy Group Finance Limited~~, shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such companies entering into or otherwise being interested in some or all of the Documents (as defined below) and/or the transactions contemplated thereby.

AGREEMENT:

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

The undersigned, a person entitled to vote on the above Resolutions on 9 February 2018 hereby irrevocably agrees to the Resolutions.


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NEPTUNE ENERGY GROUP MIDCO LIMITED

Date: 9 February 2018

NOTES:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Bracewell (UK) LLP, Tower 42, 25 Old Broad Street, London EC2N 1HQ for the attention of Priyanka Patel acting on behalf of the Company.
2. If you do not agree to the Resolutions, 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 Resolutions you may not revoke your agreement.
4. Unless by 8 March 2018 sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.