

No. 10647966

THE COMPANIES ACT 2006
NEPTUNE ENERGY GROUP HOLDINGS LIMITED
(THE "COMPANY")

WRITTEN RESOLUTIONS

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 special resolutions (the "**Special Resolutions**", together with the Ordinary Resolutions, the "**Resolutions**"),

by way of written resolutions.

ORDINARY RESOLUTIONS



#5767572

SPECIAL RESOLUTIONS

4. **THAT** the granting of security under the NewCo Share Charge and OldCo 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; and

5. **THAT** neither:

- a. Peter Nell Thomas (who is also a director of NewCo, OldCo, Neptune Energy Finance Limited, Neptune Energy Capital Limited, Neptune Energy Holding Netherlands B.V., and Neptune Energy International S.A.);
- b. William Samuel Hugh Laidlaw (who is also a director of BidCo, OldCo, Neptune Energy Finance Limited, Neptune Energy Capital Limited and Neptune Energy International S.A.); nor
- c. James Lynn House (who is also a director of BidCo, OldCo, Neptune Energy Finance Limited, Neptune Energy Capital Limited, Neptune Energy Norge AS, Neptune Energy Holding Netherlands B.V., Neptune Energy International S.A. and Neptune Energy Holding Germany GmbH),

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 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 19 November 2018 hereby irrevocably agrees to the Resolutions.



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NEPTUNE ENERGY GROUP MIDCO LIMITED

Date: 19 November 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 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 15 December 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.