

Company No. 13189817

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

GREEN SWAN HOLDING LIMITED
(the "**Company**")

We being eligible members representing not less than 75 per cent. of the total voting rights of eligible members who at the circulation date of these resolutions would have been entitled to vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed in the case of resolution 1, as an ordinary resolution, and in the case of resolution 2, as a special resolution:

ORDINARY RESOLUTION

THAT Article 14(1) of the existing articles of association of the Company (the "**Articles**") be disappplied with respect to potential or actual transactions entered into by the Company with Green Swan Investments Limited in connection with or ancillary to the proposed issuance by the Company of up to \$125,000,000 6.75% Senior Secured Guaranteed Notes due 2027.

SPECIAL RESOLUTION

THAT the existing articles of association of the Company (the "**Articles**") be amended with effect from the date this resolution is passed as specified below:

Article 26(5) of the Articles shall be deleted and replaced with the following:

- A. Subject to sub-paragraphs B and C, the directors may refuse to register the transfer of a share to any person and if they do so, the instrument of transfer must be returned to the transferee with notice of the refusal, setting out their reasons for the refusal, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the Company, unless they suspect that the proposed transfer may be fraudulent.
- B. Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares and may not suspend registration of such shares where such transfer:

- (a) is to a bank, institution, insurer or any other person to whom such shares have been charged by way of security, whether as security trustee or agent for a group of banks, institutions, insurers or otherwise, or to any nominee or any transferee of such a bank, institution, insurer or other person (a "**Secured Institution**"); or
 - (b) is duly executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.
- C. Notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or otherwise howsoever to require such shares to be transferred to them, whether for consideration or not.
- D. A certificate by any official of a Secured Institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact.



Signed _____

Name: Andrew Schall

Dated: 10/7/2022

NOTES:

1. The circulation date of this resolution is 14 July 2022. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his/her or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to Mr Andre Schut by hand or by sending a copy of the signed resolution in hard copy form by post to Mr Andre Schut by e mail to a.schut@greenswanholding.com. An eligible member can also signify his/her or its agreement to the resolution by sending an e mail from his/her or its e mail address held by the company for such purposes to Andre Schut at a.schut@greenswanholding.com identifying the resolution and indicating his/her agreement to such resolution.
3. This resolution must be passed by 11 August 2022. If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.