

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**SHELL DIRECT (U.K.) LIMITED**

**COMPANY NUMBER: 00698958  
(THE "COMPANY")**

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

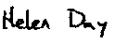
**SPECIAL RESOLUTION**

That:

- (A) The share capital of the Company be reduced by the cancellation of 8,399,999 Ordinary shares of £1.00 each.

"The Share Capital of the Company is now £1.00 divided into 1 (one) Ordinary share of £1.00"

By order of the board:

DocuSigned by:  
  
D99E2102F1CA4E1

Secretary

Authorise signatory for  
Shell Corporate Secretary Limited  
Company Secretary

Date: 1<sup>st</sup> May 2020




# 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 1<sup>st</sup> May 2020 (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:  
  
 A034F6FF3F3E485

Date: 1<sup>st</sup> May 2020

For and on behalf of  
 Shell Distributor (Holdings) Limited