**TEMPLATE LIBRARY**

**SHAREHOLDER RESOLUTIONS**

**SHAREHOLDER RESOLUTIONS**

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| **ADOPTION OF AUDITED ACCOUNTS** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
   2. These resolutions relate to the audited accounts of the Company for the year ended [Date], together with the Director's statement and auditor's report.
2. CONSIDERATION
   1. Copies of the latest drafts of the Documents have been received and considered by the undersigned Shareholders.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company's constitution) agree by way of ordinary resolution that:
      1. the Documents are hereby received and approved.
4. RATIFICATION
   1. The undersigned Shareholders agree that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the Documents and matters contemplated thereby be ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each Authorised Signatory is authorised to complete any filings with any authorities, company or person required in relation to these resolutions, the Documents and the matters.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

1. To signify your agreement to the Resolution, you must:
   1. sign this document where indicated above;
   2. return the signed document to the Company; and
   3. ensure that this document is received by the Company no later than the notified date to you by the Company.
2. If the resolutions are not passed by such date, they will lapse.
3. Once given, your agreement to these resolutions may not be revoked.

**SHAREHOLDER RESOLUTIONS**

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| **AMENDMENT OF CONSTITUTION** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN SHAREHOLDER RESOLUTIONS – SPECIAL RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as special resolutions.
   2. These resolutions relate to the amendment of the Company's constitution.
2. CONSIDERATION
   1. The copy of the constitution that the Company seeks to adopt (the "**New Constitution**") is attached to these resolutions at **SCHEDULE 1 | DOCUMENTS (New Constitution)**.
   2. All eligible Shareholders have received and considered the New Constitution.
   3. It is the opinion of the unsigned Shareholders that adopting the New Constitution, will be in the long term benefit and interests of the Company and its stakeholders.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company’s constitution) agree by way of special resolution that:
      1. the New Constitution be adopted as the constitution of the Company.
4. RATIFICATION
   1. The undersigned Shareholders agree that that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the New Constitution be ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each director is authorised to complete any filings with any authorities, company or person required in relation to these resolutions or the adoption of the New Constitution.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

* To signify your agreement to the Resolution, you must:
  + sign this document where indicated above;
  + return the signed document to the Company; and
  + ensure that this document is received by the Company no later than the notified date to you by the Company.
* If the resolutions are not passed by such date, they will lapse.
* Once given, your agreement to these resolutions may not be revoked.

**SCHEDULE 1 | NEW CONSTITUTION**

**SHAREHOLDER RESOLUTIONS**

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| **APPOINTMENT OF AUDITOR** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

|  |
| --- |
| **WRITTEN SHAREHOLDERS RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
   2. These resolutions relate to the appointment of [Name] as auditor of the Company.
2. CONSIDERATION
   1. Copies of the latest drafts of the Documents have been received and considered by the undersigned Shareholders.
   2. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company's constitution) agree by way of ordinary resolution that:
      1. [Name], a certified public accountant be and are hereby (re)appointed as auditor of the Company and the directors of the Company be authorised to fix their remuneration;
      2. the appointment of the Auditor shall be effective from [Date];
      3. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      4. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      5. each director (each an "**Authorised Signatory**"), and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      6. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and the matters contemplated by them.
4. RATIFICATION
   1. The undersigned Shareholders agree that any and all actions of the Company and/or its Authorised Signatories taken prior to the date of these resolutions in connection with the Documents, and/or the matters contemplated thereby be ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each Authorised Signatory is authorised to complete any filing with any authorities, company or person required in relation to these resolutions or the Documents and the matters.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

* To signify your agreement to the Resolution, you must:
  + sign this document where indicated above;
  + return the signed document to the Company; and
  + ensure that this document is received by the Company no later than the notified date to you by the Company.
* If the resolutions are not passed by such date, they will lapse.
* Once given, your agreement to these resolutions may not be revoked.

**SCHEDULE 1 | DOCUMENTS**

In these resolutions, the term "Documents" shall mean:

1. [Document description]

**SHAREHOLDER RESOLUTIONS**

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| **APPOINTMENT OF NEW DIRECTOR** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

|  |
| --- |
| **WRITTEN SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
   2. These resolutions relate to the appointment of the following person(s) as director(s) of the Company (the "**New Director(s)**"):
      1. [Name]
      2. [Name]
2. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company's constitution) agree by way of ordinary resolution that:
      1. the appointment of the New Director(s) be noted and approved; and
      2. the appointment of the New Director(s) shall be effective from [Date].
3. RATIFICATION
   1. The undersigned Shareholders agree that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the matters contemplated by these resolutions be ratified, confirmed and approved.
4. FILING
   1. The undersigned Shareholders agree that each director is authorised to complete any filings with any authorities, company or person required in relation to these resolutions or the appointment of the New Director(s).

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

1. To signify your agreement to the Resolution, you must:
   1. sign this document where indicated above;
   2. return the signed document to the Company; and
   3. ensure that this document is received by the Company no later than the notified date to you by the Company.
2. If the resolutions are not passed by such date, they will lapse.
3. Once given, your agreement to these resolutions may not be revoked.

**SHAREHOLDER RESOLUTIONS**

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| **APPROVAL OF THE TRANSFER OF SHARES** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

|  |
| --- |
| **WRITTEN SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
   2. These resolutions relate to the approval of the transfer of the Shares.
2. CONSIDERATION
   1. It is the opinion of the undersigned Shareholders that the transfer of the Shares, will be in the long term benefit and interests of the Company and its stakeholders.
   2. It is the undersigned Shareholders that the transfer of Shares does not conflict or result in any breach of any other documents to which the Company is a party.
3. RESOLUTIONS
   1. Each Shareholder of the Company confirms its consent to the Transfer and its waiver of any pre-emption rights it may have in relation to the Shares or Transfer.
   2. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company’s constitution) agree by way of ordinary resolution that:
      1. the transfer of [Number] [Ordinary] Shares (the “**Shares**”) in the capital of the Company from [Name] to [Name] shall be noted and approved by the Company (the “**Transfer**”);
      2. the Transfer shall be effective on the date that the Company updates its register of shareholders;
      3. the existing share certificates issued to [Name] in respect of the Shares be cancelled; and
      4. new share certificates certifying [Name] as the registered holder of the Shares be issued.
4. RATIFICATION
   1. The undersigned Shareholders agree that that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the Transfer are hereby ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each director is authorised to complete any filing with any authorities, company or person required in relation to these resolutions or the Transfer.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

1. To signify your agreement to the Resolution, you must:
   1. sign this document where indicated above;
   2. return the signed document to the Company; and
   3. ensure that this document is received by the Company no later than the notified date to you by the Company.
2. If the resolutions are not passed by such date, they will lapse.
3. Once given, your agreement to these resolutions may not be revoked.

**SHAREHOLDER RESOLUTIONS**

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| **CHANGE OF COMPANY NAME** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

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| --- |
| **WRITTEN SHAREHOLDERS RESOLUTIONS – SPECIAL RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as special resolutions.
   2. These resolutions relate to the Company changing its name to [Name] (the “**New Name**”).
2. CONSIDERATION
   1. It is the opinion of the undersigned Shareholders that the Company's adoption of the New Name, will be in the long term benefit and interests of the Company and its stakeholders.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company's constitution), agree by way of special resolution that:
      1. the New Name be adopted as the name of the Company.
4. RATIFICATION
   1. The undersigned Shareholders agree that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the New Name be hereby ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each director is authorised to complete any filing with any authorities, company or person required in relation to these resolutions or the adoption of the New Name.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

1. To signify your agreement to the Resolution, you must:
   1. sign this document where indicated above;
   2. return the signed document to the Company; and
   3. ensure that this document is received by the Company no later than the notified date to you by the Company.
2. If the resolutions are not passed by such date, they will lapse.
3. Once given, your agreement to these resolutions may not be revoked.

**SHAREHOLDER RESOLUTIONS**

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| **DECLARATION OF DIVIDENDS** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

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| --- |
| **WRITTEN SHAREHOLDERS RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
   2. These resolutions relate to a proposed declaration of interim dividends by the Company of USD 1 per Ordinary Shares to be payable on [Date] (the "**Dividends**").
2. CONSIDERATION
   1. The Shareholders have considered the level of the Company's distributable reserves as of the date of these resolutions.
   2. The Shareholders consider that the Dividends may be fully met out of distributable reserves.
3. RESOLUTIONS
   1. The undersigned Shareholders being eligible members of the Company (as defined by applicable law and the Company's constitution) agree by way of ordinary resolution that:
      1. subject to compliance with the constitution of the Company and applicable law, the Company shall declare the Dividends; and
      2. the Company shall pay the Dividends to all eligible Shareholders on or about [Date].
4. RATIFICATION
   1. The undersigned Shareholders agree that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the Dividends are ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each director is authorised to complete any filings with any authorities, company or person required in relation to these resolutions and/or the Dividends.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

1. To signify your agreement to the Resolution, you must:
   1. sign this document where indicated above;
   2. return the signed document to the Company; and
   3. ensure that this document is received by the Company no later than the notified date to you by the Company.
2. If the resolutions are not passed by such date, they will lapse.
3. Once given, your agreement to these resolutions may not be revoked.

**SHAREHOLDER RESOLUTIONS**

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| **ENTRY INTO AGREEMENT** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

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| --- |
| **WRITTEN SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
   2. These resolutions relate to the Company's entry into the Documents(as defined in SCHEDULE 1 | DOCUMENTS).
2. CONSIDERATION
   1. Copies of the latest drafts of the Documents have been received and considered by the Shareholders.
   2. It is the opinion of the undersigned Shareholders entry into the Documents, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company’s constitution) agree by way of ordinary resolution that:
      1. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      2. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      3. each director (each an "**Authorised Signatory**"), and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      4. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and the matters contemplated by them.
4. RATIFICATION
   1. The undersigned Shareholders agree that any and all actions of the Company and/or the directors taken prior to the date of these resolutions in connection with the Documents and matters contemplated thereby are hereby ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each Authorised Signatory is authorised to complete any filings with any authorities, company or person required in relation to these resolutions, the Documents and the matters contemplated thereby.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

* To signify your agreement to the Resolution, you must:
  + sign this document where indicated above;
  + return the signed document to the Company; and
  + ensure that this document is received by the Company no later than the notified date to you by the Company.
* If the resolutions are not passed by such date, they will lapse.
* Once given, your agreement to these resolutions may not be revoked.

**SCHEDULE 1 | DOCUMENTS**

In these resolutions, the term "Documents" shall mean:

1. [Document description]

**SHAREHOLDER RESOLUTIONS**

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| **GRANTING POWER OF ATTORNEY** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

|  |
| --- |
| **WRITTEN SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
   2. These resolutions relate to the Company granting a power of attorney to [Name] (the "**Attorney**").
2. CONSIDERATION
   1. Copies of the latest drafts of the Documents have been received and considered by the undersigned Shareholders.
   2. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company's constitution) agree by way of ordinary resolution that:
      1. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      2. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      3. each director (each an "**Authorised Signatory**"), and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      4. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and the matters contemplated by them.
4. RATIFICATION
   1. The undersigned Shareholders agree that any and all actions of the Company and/or the Authorised Signatories taken prior to the date of these resolutions in connection with the Documents and/or the matters contemplated by them be ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each Authorised Signatory is authorised to complete any filings with any authorities, company or person required in relation to these resolutions or the Documents.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

* To signify your agreement to the Resolution, you must:
  + sign this document where indicated above;
  + return the signed document to the Company; and
  + ensure that this document is received by the Company no later than the notified date to you by the Company.
* If the resolutions are not passed by such date, they will lapse.
* Once given, your agreement to these resolutions may not be revoked.

**SCHEDULE 1 | DOCUMENTS**

In these resolutions, the term "Documents" shall mean:

* A power of attorney granted by the Company to [Name]

**SHAREHOLDER RESOLUTIONS**

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| **ISSUING AND ALLOTMENT OF SHARES** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

|  |
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| **WRITTEN SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
   2. These resolutions relate to the issuance and allotment of 100,000 Ordinary Shares (the "**Shares**") to [Name] (the "**Investor**") for a total subscription price of USD 1,000,000 (the "**Subscription Amount**").
2. CONSIDERATION
   1. All eligible Shareholders have received and considered the copies of the latest drafts of the Documents (as defined in SCHEDULE 1 | DOCUMENTS).
   2. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company’s constitution) agree by way of ordinary resolution that:
      1. subject to the receipt of the Subscription Amount from the Investor, the Shares shall be issued and allotted to the Investor;
      2. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      3. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      4. each director (each an "**Authorised Signatory**"), and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      5. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and the matters contemplated by them.
4. RATIFICATION
   1. The undersigned Shareholders agree that any and all actions of the Company and/or the Shareholders taken prior to the date of these resolutions in connection with the Documents, and/or the issuance and allotment of Shares are hereby ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each director is authorised to complete any filings with any authorities, company or person required in relation to the Documents, these resolutions or the issuance and allotment of the Shares.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

* To signify your agreement to the Resolution, you must:
  + sign this document where indicated above;
  + return the signed document to the Company; and
  + ensure that this document is received by the Company no later than the notified date to you by the Company.
* If the resolutions are not passed by such date, they will lapse.
* Once given, your agreement to these resolutions may not be revoked.

**SCHEDULE 1 | DOCUMENTS**

In these resolutions, the term "Documents" shall mean:

1. Subscription Agreement to be entered into by the Company and the Investor.
2. Shareholder Agreement to be entered into by, amongst others, the Company and the Investor.
3. [Document description].

**SHAREHOLDER RESOLUTIONS**

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| **OPENING OF BANK ACCOUNT** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

|  |
| --- |
| **WRITTEN** **SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the Company opening a USD Overdraft Account (the “**Account(s)**”) with [Bank] (the “**Bank**”) (the "**Matter**").
   2. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
2. CONSIDERATION
   1. Copies of the latest drafts of the Documents **(SCHEDULE 1 | DOCUMENTS)** have been received and considered by the Shareholders.
   2. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company's constitution) agree by way of ordinary resolution that:
      1. the Company opens the Account(s) with the Bank;
      2. the Company may from time to time open, maintain and close such other accounts with the Bank as the Authorised Signatories may, in their sole discretion, believe to be necessary or expedient to the operations of the Company;
      3. each director (each an "**Authorised Signatory**") be collectively and individually authorised to operate the Accounts on behalf of the Company;
      4. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      5. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      6. each Authorised Signatory, and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      7. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and the Matter.
4. RATIFICATION
   1. The undersigned Shareholders agree that that any and all actions of the Company and/or the Authorised Signatories taken prior to the date of these resolutions in connection with the Documents and/or the Matter are hereby ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each Authorised Signatory is authorised to complete any filing with any authorities, company or person required in relation to these resolutions or the Documents and the Matter.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

* To signify your agreement to the Resolution, you must:
  + sign this document where indicated above;
  + return the signed document to the Company; and
  + ensure that this document is received by the Company no later than the notified date to you by the Company.
* If the resolutions are not passed by such date, they will lapse.
* Once given, your agreement to these resolutions may not be revoked.

**SCHEDULE 1 | DOCUMENTS**

In these resolutions, the term "Documents" shall mean:

1. [Document description]