

Company Number: 04086466

THE COMPANIES ACT 2006

WEDNESDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

NORTHERN & SHELL LIMITED

(the "Company")

Circulated on 10 July 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

1. **"THAT** pursuant to section 90(1) of the Act, the Company be re-registered as a public company limited by shares by the name of Northern & Shell Plc".
2. **"THAT** the New Articles be and hereby are adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company".

AGREEMENT

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

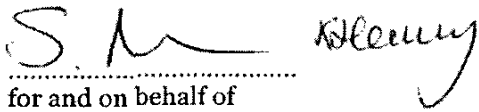
We, the undersigned, being the eligible members of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.

for and on behalf of
SG Kleinwort Hambros Trust Company
(CI) Limited as co-trustee of the Richard
Clive Desmond N&S No1 Settlement

Date: 10.07.18

for and on behalf of
SGKH Trustees (CI) Limited as co-trustee
of the Richard Clive Desmond N&S No1
Settlement

Date: 10.07.18



for and on behalf of
**HTG Limited as co-trustee of the Richard
Clive Desmond N&S No1 Settlement**

Date: 10.07.18

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to any of 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 sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.

Company Number: 04086466

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

NORTHERN & SHELL LIMITED

(the "Company")

Circulated on 10 July 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

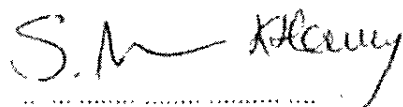
SPECIAL RESOLUTIONS

1. "THAT pursuant to section 90(1) of the Act, the Company be re-registered as a public company limited by shares by the name of Northern & Shell Plc".
2. "THAT the New Articles be and hereby are adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company".

AGREEMENT

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

We, the undersigned, being the eligible members of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.



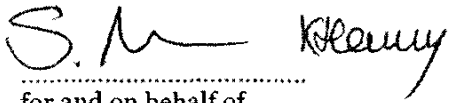
for and on behalf of
SG Kleinwort Hambros Trust Company
(CI) Limited as co-trustee of the Richard
Clive Desmond N&S No2 Settlement

Date: 10.07.18



for and on behalf of
SGKH Trustees (CI) Limited as co-trustee
of the Richard Clive Desmond N&S No2
Settlement

Date: 10.07.18



.....
for and on behalf of
**HTG Limited as co-trustee of the Richard
Clive Desmond N&S No2 Settlement**

Date: 10.07.18

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to any of 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 sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.

Company Number: 04086466

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

NORTHERN & SHELL LIMITED

(the "Company")

Circulated on 10 July 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

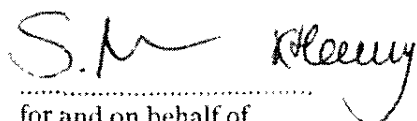
SPECIAL RESOLUTIONS

1. "THAT pursuant to section 90(1) of the Act, the Company be re-registered as a public company limited by shares by the name of Northern & Shell Plc".
2. "THAT the New Articles be and hereby are adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company".

AGREEMENT

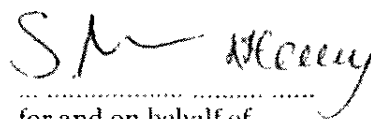
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, being the eligible members of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.



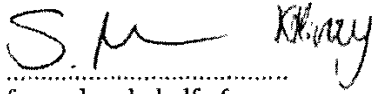
for and on behalf of
SG Kleinwort Hambros Trust Company
(CI) Limited as co-trustee of the Richard
Clive Desmond N&S No3 Settlement

Date: 10.07.18



for and on behalf of
SGKH Trustees (CI) Limited as co-trustee
of the Richard Clive Desmond N&S No3
Settlement

Date: 10.07.18



.....
for and on behalf of
**HTG Limited as co-trustee of the Richard
Clive Desmond N&S No3 Settlement**

Date: 10.07.18

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to any of 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 sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.

Company Number: 04086466

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

NORTHERN & SHELL LIMITED

(the "Company")

Circulated on 10 JULY 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

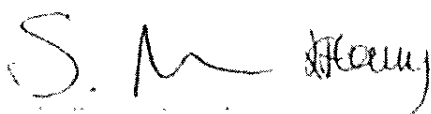
SPECIAL RESOLUTIONS

1. "THAT pursuant to section 90(1) of the Act, the Company be re-registered as a public company limited by shares by the name of Northern & Shell Plc".
2. "THAT the New Articles be and hereby are adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company".

AGREEMENT

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

We, the undersigned, being the eligible members of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.



for and on behalf of
SG Kleinwort Hambros Trust Company
(CI) Limited as trustee of the Richard
Clive Desmond PRL Settlement

Date: 10.07.18

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to any of 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 sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.