DECLARATION OF THE SOLE SHAREHOLDER

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This Sole Shareholder Declaration (the “Agreement”) is made and effective [DATE],

**BETWEEN: [YOUR COMPANY NAME]** (the "Company"), a company organised and existing under the laws of the [STATE/PROVINCE] of [COUNTRY], with its head office located at:

 [YOUR COMPLETE ADDRESS]

**AND: [SHAREHOLDER NAME]** (the "Sole Shareholder"), an individual with his main address located at:

 [COMPLETE ADDRESS]

I, the undersigned sole shareholder of the Company hereby declare, pursuant to [CODE/ARTICLE] of the [COUNTRY] [LAW/BUSINESS COMPANYS ACT], that the powers of the directors of the Company to manage the business and affairs of the Company, are hereby removed from the directors and assumed by the sole shareholder of the Company, save and except for the following matters:

1. the authorisation and execution of all financing documents in connection with the Offer to Finance dated [DATE] addressed to the Company by [POTENTIAL INVESTOR];

2. the authorisation and execution of all financing documents in connection with the Offer to Finance dated [DATE] addressed to the Company by [BANK].;

3. the ratification of all financing documents executed by the Company in favour of [COMPANY NAME] pursuant to the Offer to Finance dated [DATE] addressed to the Company by [BANK] provided that drawings may be made under the aforesaid facilities only for the aim of the indirect acquisition of the shares of [COMPANY NAME], and the directors are thereby relieved of their responsibilities and obligations, including any obligations under Section [NUMBER] of the Act, to the same extent.

The present declaration will automatically end and be of no further force and effect immediately upon the completion of the said indirect acquisition of the shares of [COMPANY NAME].

IN WITNESS WHEREOF, each party to this agreement has caused it to be executed at [PLACE OF EXECUTION] on the date indicated above.

COMPANY SOLE SHAREHOLDER

Authorised Signature Authorised Signature

Print Name and Title Print Name and Title