

Company number 02237772

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SWECO UK HOLDING LIMITED (the Company)

28 - Nov. - 2017 the "Circulation Date"

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed by the shareholder of the Company as a special resolution (the "Resolution").

**SPECIAL RESOLUTION**

**THAT** the issued capital of the Company be reduced from £31,243,690 to £8,243,690 by cancelling and extinguishing 25,000,000 of the issued ordinary shares of £1.00 each in the capital of the Company, each of which is fully paid up, and the amount by which the share capital is so reduced be credited to the Company's reserves.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

  
for and on behalf of **SWECO HOLDCO B.V.**

Print name: S. VAN DER MEER

Date 28 - Nov. - 2017

FRIDAY



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## NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- (a) **By hand or by post:** delivering the signed copy to Craig Pettit at Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds, LS1 4AP.
- (b) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [craig.pettit@squirepb.com](mailto:craig.pettit@squirepb.com).

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 When agreement to the Resolution has been received from members representing more than 75% of the total voting rights, it will be deemed passed. Unless, by 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.