

Company number 00383509

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

MABEY AND JOHNSON LIMITED (the "Company")

Circulation Date: 23 August 2021

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as a special resolution.

SPECIAL RESOLUTION

1. That:
 - (a) the Company's share capital is reduced by cancelling and extinguishing 3,999,999 of the issued ordinary shares of £1.00 each in the Company; and
 - (b) the directors are authorised to do anything necessary or desirable to implement resolution 1(a).

AGREEMENT TO WRITTEN RESOLUTION

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

The undersigned, a person entitled on the Circulation Date to vote on the written resolution, irrevocably agrees to the written resolutions.



Duly authorised for **MABEY ENGINEERING (HOLDINGS) LIMITED**

Date of agreement to resolutions: 23 August 2021

ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

How to agree to these resolutions

1. You can choose to agree to all the resolutions or none of them but you cannot agree to only some of the resolutions.
2. If you agree to all the resolutions, please signify your agreement to the resolutions by signing and dating the attached document and returning it to the Company using one of the following methods:
 - (a) **by hand:** by delivering it to Rachel Reeves, KPMG LLP, 2 Forbury Place, 33 Forbury Road, Reading, RG1 3AD, United Kingdom;
 - (b) **by post:** by posting it to Rachel Reeves, KPMG LLP, 2 Forbury Place, 33 Forbury Road, Reading, RG1 3AD, United Kingdom; or
 - (c) **by email:** by either:
 - (i) attaching a scanned legible copy of the signed and dated document to an email and sending it to rachel.reeves@kpmg.co.uk; or
 - (ii) sending an email to the Company at rachel.reeves@kpmg.co.uk identifying the resolution to which it relates and confirming your agreement to the resolution and this email must also state your name and the shares in respect of which you are voting.

In either case, please enter "Written resolution circulated on _____ 2021" in the subject box of the email.

Deadline for confirming agreement

3. The period for agreeing to the attached written resolutions is the period of 28 days beginning with the Circulation Date. If you agree to the resolutions, you must ensure that your agreement reaches us during this period by complying with the steps set out in note 2. If not passed during this period, the written resolutions lapse and the agreement of any member signified after that period will be ineffective. If you do not agree to the resolutions, you do not need to do anything. Once you have given your agreement in accordance with the steps set out in note 2, you may not revoke that agreement.

Joint holders

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.

Powers of attorney

5. If you are signing this document on behalf of a person under a power of attorney or other authority, you must send a copy of the power of attorney or authority when returning this document.