

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

W A INVESTMENTS LIMITED

("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") required to be circulated by certain members of the Company pursuant to sections 292 to 295 of the Act, proposed as a special resolution as detailed below:

SPECIAL RESOLUTION

THAT with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting articles 10 and 25 and replacing them with the following new articles 10 and 25:

10. Directors

Regulation 75 of Part I shall not apply to the Company. The Company may by Ordinary Resolution from time to time vary the minimum number or fix or from time to time vary a maximum number of Directors and unless and until so varied the number of Directors shall not be less than one.

25. Proceedings of Directors

Regulations 98 and 99 of Part I shall not apply to the Company. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes, but in the event of an equality of votes the chairman shall be entitled to a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. In case any Director shall be absent for the time being from the United Kingdom notice of a meeting of Directors during such absence shall be sent to such Director at the address, if any, within the United Kingdom supplied by him to the Company, for the giving of notices to him. Until otherwise determined the quorum necessary for the transaction of the business of the Directors shall be two, save that where the Company only has one director, the sole director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making and in such circumstances the quorum necessary for the transaction of the business of the directors shall be one.

Circulation date: 20 April 2018

Registered office:


Carillion House, 84 Salop Street, Wolverhampton WV3 0SR

Agreement to written resolution

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution:



For corporate member:

Name of corporate member:	Carillion Construction Overseas Limited <i>Block capitals please</i>	
Name and position of signatory:	<i>Lee Miles, Director</i> <i>Block capitals please</i>	
Signed by one of the Directors on behalf of Carillion Construction Overseas Limited:		
		Dated: <i>24 April 2018</i>

W A INVESTMENTS LIMITED

("Company")

WRITTEN RESOLUTION: CIRCULATED ON 20 APRIL 2018

Note: This document is important and requires your immediate attention.

Please read the explanatory statement to members before signifying your agreement to the resolution in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTION

This document contains a proposed written resolution of W A INVESTMENTS LIMITED for approval by you as a member of the Company. The resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.

2. PERIOD TO APPROVE WRITTEN RESOLUTION

If the Company has not received the necessary level of members' agreement to pass the resolution by 18 May 2018 (being 28 days from the date the resolution was first circulated to members), the resolution will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION:

Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company in one of the following ways:

- 3.1 by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the director"; or
- 3.2 by scanning your signed and dated document, attaching it to an email and sending it to rowan.aspinwall@dlapiper.com. Please enter "Written resolutions circulated on 20 April 2018" in the e-mail subject box.

Once you have signified your agreement to the resolution, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on 18 May 2018.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.