

MEMBER RES

**SPECIAL WRITTEN RESOLUTION**  
**CATERPILLAR TUNNELLING EUROPE LIMITED (the “Company”)**  
**Private Company Limited By Shares**  
**(COMPANY NO. 02594307)**

**Circulation date:** 12 October 2023

The Directors of the Company are desirous of updating the Company’s articles of association and accordingly wish to replace its articles of association with the model articles of association prescribed by The Companies (Model Articles) Regulations 2008, as modified by the Company.

I, the undersigned, being an authorised representative of the sole member of the Company, eligible to vote at general meetings of the Company, hereby pass the following resolutions as a special written resolution (the “Member’s Special Resolution”):

**IT IS RESOLVED:**

**1 MEMBER’S SPECIAL RESOLUTION**

That:

- 1 the current articles adopted by Special Resolution, incorporating *Table A* of the Companies Act 1985 shall no longer apply to this company;
- 2 the company adopt, in the place of those articles, the model articles of association prescribed by The Companies (Model Articles) Regulations 2008, and modified by the Company, annexed hereto marked “B”;
- 3 the Company Secretary be directed immediately to register them with the Registrar of Companies.

**AGREEMENT**

I, the undersigned, being an authorised representative of the sole member of the Company on the Circulation Date, hereby irrevocably agree to the Member’s Special Resolution.

DocuSigned by:  
Paul D. Thompson  
**MEMBER: CATERPILLAR TUNNELLING CANADA CORPORATION**

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**Print Name:** Paul D. Thompson  
**Title:** **President**  
**Date:** **October 12, 2023**

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## NOTES

1. These written resolutions have been proposed by the directors of the Company:
2. As the Resolution is a special resolution, the requisite majority of shareholders' votes needed to pass the resolution is three-fourths of the members eligible to vote.
3. If you agree to all resolutions, please signify your agreement by signing against your name where indicated and returning the signed version by hand, e-mail or post to the Company Secretary.
4. If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.
5. If not passed by the requisite majority of members, these written resolutions shall lapse after 28 days beginning with the circulation date.
6. Once these resolutions have been signed and returned to the Company, your agreement to them may not be revoked.