

Written Resolution of the Sole Member of the Company

AMEC Canada European Holdings Limited (the "Company")

Company No 3571109

Circulation date: 22 November 2012

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

SPECIAL RESOLUTION

- 1 THAT the share capital of the Company be reduced by cancelling and extinguishing 6,500,000 issued redeemable preference shares of £1 each and 999,999 issued ordinary shares of £1 each in the capital of the company with the amount arising on such reduction of capital to be transferred to the profit and loss account of the company

AGREEMENT

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

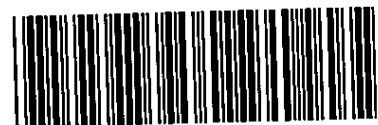
The undersigned, as a person entitled to vote on the Resolution on 22 November 2012, hereby irrevocably agrees to the Resolution

Signed for and on behalf of AMEC Capital Projects Limited by



C L Fidler

Dated 22 November 2012



A1MS4PWH
A40 30/11/2012 #21
COMPANIES HOUSE

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
 - **By Hand** delivering the signed copy to Mrs K A Hand, Booths Park, Chelford Road, Knutsford, Cheshire WA16 8QZ
 - **Post** returning the signed copy by post to Mrs K A Hand, Booths Park, Chelford Road, Knutsford, Cheshire WA16 8QZ

- **Fax** faxing the signed copy to Mrs K A Hand 01565 683305 marked "For the attention of Mrs K A Hand "
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to kim.hand@amec.com
- 2 If you have received the Resolution by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolution. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolution. 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.
 - 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
 - 4 Unless, by midnight on 20 December 2012, 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 this time.
 - 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.