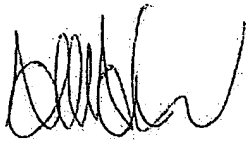


THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
CROSSRAIL LIMITED

Special resolution amending Crossrail Limited's Articles of Association

1. The Commissioner is shareholder representative of Transport Trading Limited in respect of its subsidiary company, Crossrail Limited (the "**Company**").
2. It is **RESOLVED** that:
 - a. the Articles of Association of the Company are amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association;
 - b. the regulations attached to this resolution are adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association;
 - c. in accordance with section 551 of the Companies Act 2006 the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal value of £15 billion provided that this authority, unless renewed, varied or revoked by the Company, expires five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
 - d. in accordance with the Articles of Association of the Company, the affixing of the Company's seal may be witnessed by any one of the Company's Directors or the Company Secretaries, the Crossrail Chief Financial Officer, the Crossrail Chief People Officer, the Crossrail Programme Director, or such other person as TfL's General Counsel may authorise.



Andy Byford, Commissioner,
Shareholder Representative

Date: 8 January 2021

