

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COSTAIN PENSION SCHEME TRUSTEE LIMITED (the "Company")

7 September 2016

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 written resolution of the Company, having effect as a special resolution (the "**Resolution**") -

**SPECIAL RESOLUTION**

**THAT** the Articles of Association of the Company be and are hereby amended as follows

- 1 Article 3 shall be amended by deleting the word "All" in the last sentence of the definition of "Selection Panel" and replacing it with the word "Some"
- 2 Article 9 shall be amended by deleting the words "the Pensioner Director" and replacing them with "Pensioner Directors"
- 3 Article 10 shall be deleted and replaced with the following wording

"The number of Directors shall not be less than four of whom at least one shall be a Pensioner Director and at least one-half shall be Member-Nominated Directors A Pensioner Director may also be a Member-Nominated Director "

**AGREEMENT**

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

We, the undersigned, were at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -

  
WILLIAM GEOFFREY HUGHES

  
MARTIN FULTON BURDES

  
TERENCE RONALD TOMLINSON

  
DAVID ALEXANDER WATT

Date

07/09/2016

Date

07/09/2016

Date

7<sup>TH</sup>/sept/16.

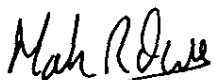

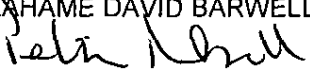

Date

7/9/2016

WEDNESDAY



A25 \*A5GHCV61\* 28/09/2016 #218  
COMPANIES HOUSE

  
MARK ROBERT OWEN  
  
GRAHAME DAVID BARWELL  
  
PETER NICOLL  
  
GARY WILLIAM MILLS

7<sup>th</sup> September 2016  
Date  
12<sup>th</sup> September 2016  
Date  
7<sup>th</sup> September 2016  
Date  
11<sup>th</sup> September 2016  
Date

## NOTES

If you agree to 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 Mr P A Lidsey, Costain Pension Scheme Trustee Limited, 10 Foster Lane, London EC2V 6HR,
- **Post** returning the signed copy by post to Mr P A Lidsey, Costain Pension Scheme Trustee Limited, 10 Foster Lane, London EC2V 6HR,
- **Email**, by attaching a scanned copy of the signed document to an email and sending it to Mr P A Lidsey ([paul.lidsey@costain.com](mailto:paul.lidsey@costain.com)) (marked "Resolution" in the email subject box), or
- **Fax** faxing the signed copy to 020 7600 6048 marked "For the attention of Mr P A Lidsey"

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

Once you have indicated your agreement to the Resolution, you may not revoke your agreement

Unless, by the date being 28 days after the Circulation Date, 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 or during this date

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