

HOCHTIEF PPP SOLUTIONS (UK) LIMITED (the "Company")

Company No. 05185636

PRIVATE COMPANY LIMITED BY SHARES

TUESDAY



NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL RESOLUTIONS AND AN ORDINARY RESOLUTION OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

DATE PASSED: *15 May* 2017

I, the undersigned, being a director of the Company, hereby certify that the following written resolutions were circulated to all eligible members of the Company and that the written resolutions were received, duly signed by the sole member and were duly passed on the date stated above.

1. SPECIAL RESOLUTION

THAT the capital of the Company of £10,000,000 (comprising 10,000,000 ordinary shares of £1 each fully paid)) be reduced to £5,200,000 by cancelling and extinguishing 4,800,000 ordinary shares of £1 each registered in the Company's register of members in the name of Hochtief PPP Solutions GmbH.

2. SPECIAL RESOLUTION

THAT the requisite entries be made in the Company's statutory records and accounts upon the registration of the capital reduction sanctioned pursuant to Resolution 1 and the sum of £4,800,000 (being the nominal issued share capital sum cancelled by Resolution 1) be repaid directly to the sole shareholder, Hochtief PPP Solutions GmbH.

3. ORDINARY RESOLUTION

THAT in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, (SI 2007/3495) the directors of the Company are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.

Signed:

Director

Date: *15/5/* 2017