THURSDAY
Q94314GA
QIQ 30/04/2020 #42
COMPANIES HOUSE

Registered No: 05753751

THE FOLLOWING WRITTEN RESOLUTIONS OF
THE SOLE MEMBER OF
CARILLION PRIVATE FINANCE (TRANSPORT) LIMITED
WERE PASSED ON 30 APRIL 2020

Special resolutions

1 '**THAT** the Company be wound up voluntarily.'

2 '**THAT**, in accordance with the provisions of the Articles of Association, the Joint Liquidators be and are hereby authorised to:

(a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company.

(b) Value any assets and determine how the distribution shall be carried out to the sole member.

(c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole member as the Joint Liquidators so determine, but the sole member shall not be compelled to accept any asset upon which there is a liability.'

Ordinary resolutions

3 '**THAT** Steven Sherry and Laura May Waters of PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'

4 '**THAT** the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up, including those falling outside of statutory duties undertaken at the request of the sole member, such remuneration to be drawn monthly, or at such longer intervals as they may determine.'

5 '**THAT** the Company's books and records be held by the sole member to the order of the Joint Liquidators, and may not be destroyed without the permission of the Liquidator which will not be forthcoming until twelve months after dissolution of the Company.'

6 '**THAT** the Certificate of Appointment of the Joint Liquidators together with the certificate copies of the resolutions passed herein, be signed by the Official Receiver *"for and on behalf of the sole member"*.'

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Official Receiver
acting as agent for and on behalf of Carillion Private Finance Limited, and neither they, their firm, their firm's members, partners, directors, officers or employees, nor any of their respective agents, advisers or representatives shall incur any personal liability whatsoever in respect of this notification and declaration.

For and on behalf of the sole member