

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**WARMSURE LIMITED**

**("Company")**

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") required to be circulated by certain members of the Company pursuant to sections 292 to 295 of the Act, proposed as a special resolution as detailed below:

**SPECIAL RESOLUTION**

THAT with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting articles 21 and 22 and replacing them with the following new articles 21 and 22:

*21. Proceedings of Directors*

*(i) The quorum for the transaction of the business of the directors shall be two of whom at least one shall be an A Director and at least one a B Director, save that where the holder of all of the A Shares also holds all of the B Shares, the quorum shall be one;*

*(ii) Any committee of the directors shall include at least one A Director and one B Director and the quorum for the transaction of the business of any such committee shall be two of whom one shall be an A Director and one a B Director, save that where the holder of all of the A Shares also holds all of the B Shares, the quorum shall be one.*

*22. No resolution of the board shall be passed unless at least one A Director and one B Director vote in favour of it, save that where the holder of all of the A Shares also holds all of the B Shares and the company only has one director, the sole director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making and in such circumstances the quorum necessary for the transaction of the business of the directors shall be one.*

**Circulation date: 20 April 2018**

**Registered office:**

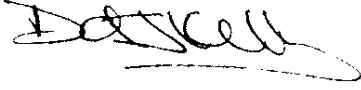
Carillion House, 84 Salop Street, Wolverhampton WV3 0SR

**Agreement to written resolution**

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution:



*For corporate member:*

Name of corporate member:	<b>Carillion Energy Services Limited (in Liquidation)</b> ..... <i>Block capitals please</i>	
Name and position of signatory:	<b>DAVID KELLY, SPECIAL MANAGER</b> ..... <i>Block capitals please</i>	
Signed by one of the Special Managers, on behalf of Carillion Energy Services Limited (in Liquidation) as its agent and without personal liability:	 .....	
		20 April 2018 Dated: .....

**WARMSURE LIMITED**

**("Company")**

**WRITTEN RESOLUTION: CIRCULATED ON 20 APRIL 2018**

**Note: This document is important and requires your immediate attention.**

Please read the explanatory statement to members before signifying your agreement to the resolution in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTION**

This document contains a proposed written resolution of Warmsure Limited for approval by you as a member of the Company. The resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.

**2. PERIOD TO APPROVE WRITTEN RESOLUTION**

If the Company has not received the necessary level of members' agreement to pass the resolution by 18 May 2018 (being 28 days from the date the resolution was first circulated to members), the resolution will lapse.

**3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION:**

Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company in one of the following ways:

- 3.1 by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the director"; or
- 3.2 by scanning your signed and dated document, attaching it to an email and sending it to [rowan.aspinwall@dlapiper.com](mailto:rowan.aspinwall@dlapiper.com). Please enter "Written resolutions circulated on 20 April 2018" in the e-mail subject box.

**Once you have signified your agreement to the resolution, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on 18 May 2018.

**4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.