

No. 05976343



**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTIONS

of

**FOSTER + PARTNERS GROUP LIMITED
(the "Company")**

(Effective 14 October 2019)

The following resolutions were duly agreed to by the members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as special resolutions with effect from 14 October 2019.

SPECIAL RESOLUTIONS

1. **THAT**, subject to the consent of the Registrar of Companies, the name of the Company be changed to 'Foster + Partners Holdings Limited'.
2. **THAT** each of the 962,940 B ordinary shares of £1.00 each in the capital of the Company be and hereby are redesignated as Ordinary Shares of £1.00 each, such shares to have the rights and be subject to the conditions contained in the Articles of Association of the Company to be adopted by Resolution 4 below.
3. **THAT** each of the 237,084 C ordinary shares of £1.00 each in the capital of the Company be and hereby are redesignated as Ordinary Shares of £1.00 each, such shares to have the rights and be subject to the conditions contained in the Articles of Association of the Company to be adopted by Resolution 4 below.
4. **THAT**, subject to the passing of resolutions 1 to 3 above, the articles of association of the Company attached to this written resolution be adopted as the new articles of association of the Company, in substitution for, and to the exclusion of, the existing articles of association of the Company.

A large, stylized handwritten signature in black ink, appearing to be "M. Foster", is written over a dotted line.

Chairman



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **5976343**

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

FOSTER + PARTNERS GROUP LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

FOSTER + PARTNERS HOLDINGS LIMITED

Given at Companies House on **15th October 2019**