

Company Number: 07515823

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF THE SOLE SHAREHOLDER OF
JOHN LAING INVESTMENTS HOLDING LIMITED
(the “Company”)

Circulation Date: 4 March 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the undersigned, being the holder of the entire issued share capital of the Company and who, at the date of these resolutions, would be the only member entitled to attend and vote at a general meeting of the Company declare that the following resolution shall have effect as a special resolution as if passed by the Company in a general meeting duly convened and held:

That the articles of association of the Company be amended by inserting a new article 87 as follows:

“Notwithstanding any contrary provisions in these articles, where shares in the Company have been mortgaged or charged by way of security in favour of any financial institution or other person (including where such person acts as a security agent or security trustee) (a “Secured Party”):

- (a) to the extent permissible by law, the directors must not decline to register any transfer of those shares, nor suspend registration of those shares, nor will any restriction on the transfer of shares apply, where such transfer is a Security Transfer;
- (b) any pre-emption rights conferred on the members are disapplied in relation to any proposed Security Transfer and any lien applicable to those shares is disapplied as against any Secured Party, its nominee or any receiver and as against any transferee under a Security Transfer; and
- (c) a certificate from the Secured Party, its nominee or any receiver (or similar officer) that a transfer of shares in the Company is a Security Transfer will be conclusive evidence of that fact and the directors must forthwith register any such Security Transfer.

In this article a “Security Transfer” is a transfer of shares in the Company:


- (i) to a Secured Party or to a person who is a beneficiary under a security trust or security agency or, in either case, its nominee; or
- (ii) is executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to a power of sale, right of appropriation or other power conferred by the security.”

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AGREEMENT

Please read the notes accompanying this document before you signify your agreement to the resolutions.

The undersigned being the eligible member(s) of the Company entitled to vote on the above resolutions hereby irrevocably agree(s) to those resolutions indicated above:



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John Laing Limited

Date: 4 March 2022

NOTES

1. These resolutions have been sent to the eligible members who would have been entitled to vote on the resolutions on this date. Only the eligible members (or persons duly authorised on its behalf) should sign these resolutions.
2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document as indicated and returning to the Company in hard copy or in electronic form.
3. If you do not agree to all of the resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
4. Your agreement to the resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolutions to pass then they will lapse. The agreement of a member to these resolutions is ineffective if signed after this date.
5. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.