

Company number: 11281796

The Companies Act 2006

Company limited by shares

Matador Infrastructure UK Limited

Resolution in writing of the eligible members of the company proposed by the directors of the company in accordance with section 288 of the Companies Act 2006

We, the undersigned, being the required majority of eligible members of the company **resolve** as follows:

Special resolution

THAT, the issued share capital of the Company be reduced by MXN 1,000,106,800 by cancelling and extinguishing 1,000,106,800 of the issued ordinary shares of MXN 1.00 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be repaid to the holders of those shares in proportion to the number of their shares cancelled.

FRIDAY



AAI2X2EJ

A22

26/11/2021

#302

COMPANIES HOUSE


.....
For and behalf of **GS International Infrastructure Partners I, L.P.**

By: **GS Infrastructure Advisors 2006 L.L.C.**, its general partner

Name: Scott Kilpatrick

Title: Vice President

Date: November 12, 2021


.....
For and behalf of **GS Global Infrastructure Partners I, L.P.**

By: **GS Infrastructure Advisors 2006 L.L.C.**, its general partner

Name: Scott Kilpatrick

Title: Vice President

Date: November 12, 2021

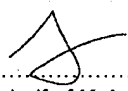
.....
For and behalf of **GS Institutional Infrastructure Matador C.V.**

By: Matador Gen Par B.V., its general partner

Name:

Title:

Date:



.....
For and behalf of **Kalorama L.P.**

By: MBD Advisors, L.L.C., its general partner

Name: Scott Kilpatrick

Title: Vice President

Date: November 12, 2021

.....
For and behalf of **GS International Infrastructure Partners I, L.P.**

By: **GS Infrastructure Advisors 2006 L.L.C., its general partner**

Name:

Title:

Date:


.....
For and behalf of **GS Global Infrastructure Partners I, L.P.**


By: **GS Infrastructure Advisors 2006 L.L.C., its general partner**


Name:

Title:

Date:

DocuSigned by:

EFBB314249AD4D9...

DocuSigned by:

EFBB314249AD4D9...
Proxy holder A

DocuSigned by:

ED62682DCADF48C...
Proxy holder B

.....
For and behalf of **GS Institutional Infrastructure Matador C.V.**

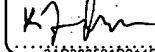
By: **Matador Gen Par B.V., its general partner**

Name: **M.H.G. Vennekens / Vistra Management Services (Netherlands) B.V.**

Title: **Directors**

Date: **15 November 2021**

DocuSigned by:



3A8303531B01452

For and behalf of **Epsom Investment Pte. Ltd.**

Name: Kate Flanagan

Title: Authorized Signatory

Date: 11.23.2021

Notes

1. The circulation date of this resolution is Nov. 12, 2021. This resolution has been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his or its agreement to this resolution by signing the resolution and sending a copy of the signed resolutions by email to paulc@matadorinfrastructureuk.co.uk.
3. If you do not agree to the resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. Pursuant to the Companies Act 2006, unless, by the end of the date being 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date. The agreement of a member to a written resolution proposed under the Companies Act 2006 is ineffective if signed after this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.