

Company No: 00454398

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

JACOBS PROCESS LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), it is proposed that the resolutions below are passed as resolutions of the Company.

**Special Resolution**

**IT IS RESOLVED THAT** the issued share capital of the Company be and is hereby reduced by an amount of £47,249,000 (the "**Capital Reduction Amount**"), by:

- (a) reducing the issued share capital of the Company of £17,000,000 divided into 17,000,000 Ordinary Shares of £1.00 each, by cancelling and extinguishing 16,999,000 Ordinary Shares of £1.00 each in the Company (the "**Cancelled Shares**");
- (b) reducing the share premium account of the Company by an amount equal to the aggregate of all premium paid on such Cancelled Shares, being £30,250,000; and
- (c) crediting the Capital Reduction Amount to the Company's reserve of profits available for distribution,

steps (a) to (c) above, together the "**Capital Reduction**".

**Ordinary Resolution**

**IT IS RESOLVED THAT**, subject to implementation of the Capital Reduction:

- (a) a dividend of £35,000,000 be declared on the Ordinary Shares of £1.00 each in the Company, which shall be satisfied by the transfer to the Company's sole shareholder of the entire issued share capital of Jacobs E&C Limited (the "**Dividend in Specie**"); and
- (b) the Dividend in Specie be paid on 8 March 2019 to the Company's sole shareholder (or such other date as the directors of the Company may determine).

FRIDAY



LD1 \*L80BEC28\* #35  
01/03/2019  
COMPANIES HOUSE

**Statutory Statement regarding signifying agreement and date by which resolutions must be passed**

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, being all the members entitled to vote on the resolutions on ..28 February.....  
2019 (the "**Circulation Date**"), hereby irrevocably agree to the resolutions.

Signed by

**JACOBS U.K. LIMITED**

By:   
Name: J. A. SHATTUCK  
Title: Authorised Signatory

## **Notes**

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods:
  - Email: by attaching a scanned copy of the signed document to an e-mail and sending it to [charles.cooper-isow@friedfrank.com](mailto:charles.cooper-isow@friedfrank.com). Please enter "Written resolution circulated February 2019" in the e-mail subject box.
2. If you do not agree to the resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions, 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 resolutions to pass, it will lapse. If you agree to the resolutions, 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 signified 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.