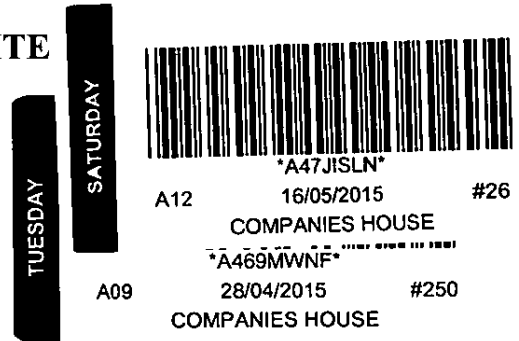


THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES

Company No. 04243192

**SPECIAL SHAREHOLDERS RESOLUTION  
OF  
BOUYGUES E&S FM UK LIMITE**

Passed on 24<sup>th</sup> April 2015



We, the undersigned, being members of the Company eligible to attend and vote at general meetings of the Company, hereby pass the following resolution designated as a Special Resolution and agreed that the said Resolution shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held.

**IT IS RESOLVED THAT:**

1. Scope of the consultations and decisions of the Shareholders

Subject to the articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company. The Shareholders shall however be consulted and provide their opinion or decisions on the orientations and decisions to be made in respect of certain issues

Resolutions of the Directors on the following matters shall be made only after consultation or decision of the Shareholders.

- approval of the statutory accounts,
- payment of advances on dividends and decisions regarding any distribution of dividends,
- acquisition, sale, rental of real estate and capital equipment, where the amount of the transaction exceeds £500,000,
- acquisition or sale of a holding or participating interest, any acquisition or sale of a business concern by the company or the lease of such a business

concern under a management lease, or any formation of a company, representing a financial commitment exceeding £500,000,

- any remission of debt, any out-of-court settlement or arrangement with the creditors of the Company where the transaction leads to a remission of debt of an amount exceeding £500,000,
- granting guarantees and backing in the Company's name representing a financial commitment exceeding £500,000 (unless provided within the existing limits of a facility already approved by the Shareholders),
- increase, amortisation or reduction of the registered capital,
- mergers, divisions, spin-offs, or partial business transfers


## 2 Written consultations:

Where the decision is made by written consultation, the text of the draft resolutions shall be sent by the Company Secretary of the Company to each Shareholder, by any written means, including by fax or electronic transmission

The Shareholders shall, via their own Company Secretary, have a period of ten days following receipt of this communication to send to the Company Secretary of the Company their acceptance or refusal, by any written means, including by fax or electronic transmission. Any Shareholder whose reply is not received within the above period shall be deemed to have approved the proposed resolutions

During the time given for a reply, any Shareholder may demand any and all complementary explanations from the Company Secretary, the Managing Director and any Director

DATED the 24<sup>th</sup> April 2015

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SIGNED for and on behalf of Bouygues Energies & Services S A S