

**Amec Foster Wheeler Earth and Environmental (UK) Limited (the "Company")**

**Company Number: 4987981**

**Written Resolutions of the Sole Member of the Company**

**Circulation Date:** 6 November 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as ordinary or special resolutions, as stated (the "Resolutions").

**Ordinary Resolutions**

**1. Removal of restriction on authorised share capital**

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in Regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

**2. Authority to allot**

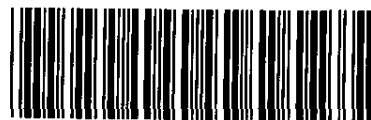
THAT, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (*SI 2008/2860*), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

**Special Resolution**

**1. Reduction of capital**

THAT, the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued ordinary shares of £1 each in the Company, each of which is fully paid up, and the amount by which the share capital is so reduced be credited to a reserve.

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COMPANIES HOUSE

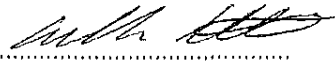
## Agreement

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

The undersigned, being a person entitled to vote on the Resolutions on 1 November 2019, hereby irrevocably agrees to the Resolutions:

Signed on behalf of

AMEC Nominees Limited



Director

Date: 6 November 2019

## NOTES:

- 1 If you agree to the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - By Hand: delivering the signed copy to H J Lambert, Booths Park, Chelford Road, Knutsford, Cheshire WA16 8QZ.
  - Post: returning the signed copy by post to H J Lambert, Booths Park, Chelford Road, Knutsford, Cheshire WA16 8QZ.
  - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [helen.lambert@woodplc.com](mailto:helen.lambert@woodplc.com).
- 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 You may only agree to all or none of the Resolutions.